



VILLAGE ROADSHOW

10 July 2018

The Manager
Company Notices Section
ASX Limited
Rialto Towers
Level 45, 525 Collins Street
MELBOURNE VIC 3000

Dear Sir/Madam

Notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth)

This notice is given by Village Roadshow Limited ACN 010 672 054 (ASX: VRL) (**VRL**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by *ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84*.

VRL announced on 10 July 2018 a fully underwritten accelerated pro-rata non-renounceable entitlement offer (**Entitlement Offer**) of 5 fully paid ordinary share in VRL (**New Shares**) for every 26 fully paid ordinary shares held in VRL as at 7.00pm (Melbourne time) on 12 July 2018 to eligible shareholders with a registered address in Australia or New Zealand and certain other jurisdictions in which VRL has decided to make the Entitlement Offer.

VRL advises that:

- (a) the New Shares will be offered for issue 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;
- (c) as at the date of this notice, VRL has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to VRL; 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; and
- (e) the potential effect that the Entitlement Offer will have on the control of VRL, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings. It should be noted that Village Roadshow Corporation Pty Limited ACN 004 318 610 (**VRC**), an approximately 40.7% shareholder of VRL, does not propose to take up its entitlements in the Entitlement Offer. However, principal

shareholders Robert Kirby, John Kirby and Graham Burke (**VRC Shareholders**), who are 'associates' of each other and of VRC, have committed to take up VRC's entitlement in the institutional component of the Entitlement Offer by way of underwriting commitments. As there will be a short period between the issue of New Shares under the institutional and retail components of the Entitlement Offer, the VRC Shareholders' voting power in VRL is expected to temporarily increase from approximately 41.98% to 44.68%. This increase in voting power will return to approximately 41.98% on the issue of New Shares under the retail component of the Entitlement Offer. Accordingly, the Entitlement Offer is not expected to have any material or long term effect or consequence on the control of VRL.

Yours faithfully,
Village Roadshow Limited

A handwritten signature in black ink, appearing to read "Simon Phillipson". The signature is written in a cursive, flowing style.

Simon Phillipson
General Counsel