

ASX Announcement

WOTIF.COM HOLDINGS LIMITED ABN 41 093 000 456



wotif group

DATE: THURSDAY 9 OCTOBER 2014

WOTIF GROUP SHAREHOLDERS VOTE IN FAVOUR OF SCHEME OF ARRANGEMENT

At the Scheme Meeting of Wotif.com Holdings Limited (**Wotif Group**) held in Brisbane today, Wotif Group shareholders voted in favour of the Scheme of Arrangement (**Scheme**) under which it is proposed that Expedia Australia Investments Pty Ltd, a wholly owned subsidiary of Expedia, Inc. (together **Expedia**) acquire all of the issued share capital in Wotif Group.

Voting Results

Wotif Group advises that the resolution to approve the Scheme, as set out in the Notice of Meeting dated 5 September 2014, was passed by the required majorities of Wotif Group shareholders, with:

- 94.85% of Wotif Group shareholders present and voting (either in person or by proxy) in favour of the resolution; and
- 99.93% of votes cast in favour of the resolution.

The results for the poll were as follows:

	For	Against	Abstain¹	Total votes	% For
Votes	163,901,395	111,383	38,952	164,012,778	99.93
Holders	1,161	63	5	1,224	94.85

The proxies received were as follows:

	For	Against	Abstain¹	Total votes	% For
Votes	163,252,409	111,383	36,040	163,845,045	99.63
Holders	1,045	63	4	1,241	84.20

Wotif Group will now seek orders from the Supreme Court of Queensland for the approval of the Scheme at a hearing scheduled for Tuesday, 14 October 2014.

If the Supreme Court of Queensland approves the Scheme, Wotif Group proposes to lodge the court orders with ASIC so that the Scheme becomes Effective on Wednesday, 15 October 2014. If this occurs, Wotif Group shares will be suspended from trading on ASX at the close of trading on Wednesday, 15 October 2014.

¹ Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities.

Special Dividend

Wotif Group confirms that its directors have declared a fully franked special dividend (**Special Dividend**) of \$0.24 per Wotif Group share, conditional on the Scheme becoming Effective.

The Special Dividend was expected to be paid on Friday, 24 October 2014. Wotif Group now intends to pay the Special Dividend to eligible shareholders on Monday, 20 October 2014.

Scheme Consideration

If the Scheme is approved by the Supreme Court of Queensland, Wotif Group shareholders (on the Scheme Record Date and Dividend Record Date) will receive:

- \$3.06 per Wotif Group share in cash consideration from the Bidder (**Scheme Consideration**) to be paid on the Scheme Implementation Date; plus
- a \$0.24 fully franked Special Dividend per Wotif Group share, to be paid by Wotif Group on the Dividend Payment Date.

This will result in Wotif Group shareholders receiving cash value of \$3.30 per Wotif Group share from a combination of the Scheme Consideration and the Special Dividend.

Timetable

The indicative timetable to the implementation of the Scheme is as follows:

Event	Time and Date
Second Court Date - Second Court Hearing for approval of the Scheme	Tuesday, 14 October 2014
Ex-dividend date for the Special Dividend	Tuesday, 14 October 2014
Effective Date - Court order lodged with ASIC and announcement by Wotif Group to ASX	Wednesday, 15 October 2014
Suspension of trading in Wotif Group shares on the ASX	Close of trading on Wednesday, 15 October 2014
Dividend Record Date - time and date for determining entitlements to the Special Dividend	7.00 pm (AEDT Time) on Thursday, 16 October 2014
Dividend Payment Date - date for payment of the Special Dividend	Monday, 20 October 2014
Scheme Record Date - time and date for determining entitlements to Scheme Consideration	7.00 pm (AEDT Time) on Monday, 20 October 2014
Implementation Date - transfer of Wotif Group shares to Expedia and despatching Scheme Consideration to Scheme Shareholders	Monday, 27 October 2014

The Scheme remains subject to a number of Conditions Precedent. These Conditions Precedent include regulatory sign-offs from the New Zealand Commerce Commission and the Foreign Investment Review Board. As far as Wotif Group is aware immediately before the lodgement of this announcement, no circumstances have occurred which will cause any of the Conditions Precedent not to be satisfied or to become incapable of satisfaction. If any of the remaining Conditions Precedent are not satisfied as at 8.00 am on the Second Court Date, the Second Court Date would need to be adjourned to a later date.

Wotif Group has established the Wotif Group Shareholder Information Line to answer any questions that Wotif Group shareholders may have in relation to the Scheme. The Wotif Group Shareholder Information Line is available on 1300 721 953 (within Australia only) or +61 3 9415 4802 (International) Monday to Friday between 9.00 am and 5.00 pm (AEDT Time).

Further information

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