

31 March 2015

Federal Court of Australia approves Scheme and Scheme comes into effect

Scheme approved by Court and becomes effective

Chandler Macleod Group Limited (**Chandler Macleod**) (**ASX:CMG**) announces that the Federal Court of Australia (**Court**) has today made orders approving the scheme of arrangement (**Scheme**) to effect the proposed acquisition of Chandler Macleod by RGF Staffing Melbourne two Pty Limited, a wholly owned subsidiary of Recruit Holdings Co., Ltd (**Recruit**).

A copy of the Court's orders have been lodged with the Australian Securities and Investments Commission and the Scheme has thereby become legally effective. A copy of the Court's orders is attached to this announcement.

Suspension of trading on ASX

Chandler Macleod will apply for its shares to be suspended from trading on ASX from the close of trading today, 31 March 2015.

Scheme Consideration

Chandler Macleod shareholders who hold shares on the Scheme Record Date for determining entitlements to receive the consideration under the Scheme (9 April 2015) will receive A\$0.53 cash per share (**Scheme Consideration**). The Scheme Consideration will be sent to Chandler Macleod shareholders on 16 April 2015 (or as soon as reasonably practicable thereafter).

Dividend

As previously announced to the market, Chandler Macleod has also determined to pay a dividend of 1.7 cents (fully franked) in respect of the half year ended 31 December 2014 (**Dividend**). The Dividend will be paid to Chandler Macleod shareholders who hold shares on the Dividend Record Date (today, 31 March 2015). The Dividend will be paid on 8 April 2015.

Any changes to the dates will be announced by Chandler Macleod on ASX.

Timetable

Key dates for implementation of the Scheme are set out below.

Dividend Record Date	31 March 2015
Last day of trading in Chandler Macleod shares on ASX. Chandler Macleod shares suspended from trading on ASX from close of trading on ASX	31 March 2015
Dividend paid to Chandler Macleod shareholders	8 April 2015
Scheme Record Date (for determining entitlements to Scheme Consideration)	9 April 2015
Implementation Date (Scheme Consideration will be dispatched on this day or as soon as reasonably practicable thereafter)	16 April 2015

All dates above are indicative only and are subject to Court approval. Any changes will be announced by Chandler Macleod on ASX.

ENDS

Shareholder and Analyst enquiries:

Chandler Macleod

Cameron Judson
Managing Director
P (02) 9629 8824

Morgan Sloper
Chief Legal & Risk Officer
P (02) 8267 4674

About Chandler Macleod (ASX: CMG): Chandler Macleod is one of Australasia's largest HR Services providers and a leader in planning, sourcing, assessing, developing and managing talent.



No: NSD82/2015

Federal Court of Australia
District Registry: New South Wales
Division: General

**IN THE MATTER OF CHANDLER MACLEOD GROUP LIMITED
ABN 33 090 555 052**

CHANDLER MACLEOD GROUP LIMITED ABN 33 090 555 052
Plaintiff

ORDER

JUDGE: JUSTICE JAGOT

DATE OF ORDER: 31 March 2015

WHERE MADE: Sydney

THE COURT ORDERS THAT:

1. Pursuant to paragraph 411(4)(b) and section 411(6) of the *Corporations Act 2001* (Cth) (**Act**), the scheme of arrangement between the plaintiff and a class of its members (**Scheme**), in the form contained in Annexure 4 of the scheme booklet issued by the plaintiff and dated 20 February 2015, is approved, subject to the following alterations:
 - (a) deleting the words 'or any Excluded Shareholders' from clause 6.2(d);
 - (b) deleting the words 'or any Excluded Shareholder' from clause 6.2(d);
 - (c) deleting the definition of 'Excluded Shareholder' from Schedule 1;
 - (d) deleting the words '(other than Excluded Shareholders)' from the definition of 'Scheme Meeting' in Schedule 1; and
 - (e) deleting the words '(other than an Excluded Shareholder)' from the definition of 'Scheme Shareholder' in Schedule 1.so that the scheme of arrangement as altered and approved is in the form of Exhibit 2 in this proceeding (**Scheme**); and
2. The plaintiff lodge with the Australian Securities & Investments Commission a copy of the approved scheme of arrangement at the time of lodging a copy of these orders.



3. Pursuant to section 411(12) of the Act, the plaintiff is exempt from compliance with section 411(11) of the Act in relation to the Scheme.
4. These orders be entered forthwith.

Date that entry is stamped:

Warrick Soden
Registrar