



Joint Global Co-ordinators



Joint Lead Managers



Morgan Stanley

INGHAM'S SUPPLEMENTARY PROSPECTUS

Initial Public Offering of Ordinary Shares

Inghams Group Limited ACN 162 709 506

Supplementary prospectus dated 2 November 2016 to be read together with the replacement prospectus dated 21 October 2016 issued by Inghams Group Limited ACN 162 709 506 and Inghams SaleCo Limited ACN 615 041 346 offering fully paid ordinary shares in Ingham's

This document is a supplementary prospectus. It supplements a replacement prospectus dated 21 October 2016 issued by Inghams Group Limited ACN 162 709 506 (**Ingham's**) and Inghams SaleCo Limited ACN 615 041 346 (**SaleCo**) offering fully paid ordinary shares in Ingham's (**Prospectus**).

This supplementary prospectus must be read together with the Prospectus.

A term with a defined meaning in the Prospectus has the same meaning in this supplementary prospectus.

Final Price

The Prospectus advised that the Final Price may be set below, within or above the Indicative Price Range.

The Final Price has been set at \$3.15. References to the Indicative Price Range in the Prospectus should now be read as referring to the Final Price of \$3.15.

The Bookbuild to be held over 2-3 November 2016 will not determine the Final Price. The Bookbuild will be used to determine the allocation of Shares under the Institutional Offer.

Sell down by the TPG Entities

The TPG Entities have determined that they will sell down 40% of their Existing Shares under the Offer. This sell down amount replaces the sell down range of 50% to 70% of their Existing Shares as disclosed in the Prospectus.

At Completion of the Offer, the TPG Entities will hold 47% of the Shares, all of which will be subject to voluntary escrow arrangements as described in Section 7.9 of the Prospectus.

All references in the Prospectus to the TPG Entities holding 24% to 40% of the Shares at Completion should now be read as referring to the TPG Entities holding 47% of the Shares at Completion.

Important dates

The Important dates on page 5 of the Prospectus remain the same. Those dates are indicative only and may change without notice.

Consequential changes to the Prospectus

The following updated information reflects a Final Price of \$3.15, a sell down by the TPG Entities of 40% of their Existing Shares and the TPG Entities holding 47% of the Shares at Completion and replaces the equivalent information set out in the Prospectus.

In the revised financial tables presented in this supplementary prospectus, where only a few items have changed in those tables from the equivalent tables presented in the Prospectus, those changes are highlighted in yellow.

Revised Key Offer statistics - page 4 of the Prospectus

This table replaces the Key Offer statistics table in the Prospectus. References to a key offer statistic throughout the Prospectus are replaced by the updated statistic below.

Key Offer statistics^{1,2}	
Final Price	\$3.15 per Share
Total proceeds under the Offer	\$596.4 million
Total number of Shares available under the Offer ³	189.3 million
<i>Total number of New Shares available under the Offer</i>	49.6 million
<i>Total number of Existing Shares available under the Offer</i>	139.8 million
Shares retained by Existing Shareholders at Completion of the Offer ⁴	187.9 million
Payments made to Selling Shareholders for the sale of Existing Shares	\$440.2 million
Funds raised by Ingham's from the issue of New Shares under the Offer	\$156.2 million
Shares on issue at Completion of the Offer ⁵	377.3 million
Market capitalisation ⁶	\$1,188.4 million
Pro forma net debt ⁷	\$418.2 million
Enterprise Value as at the Prospectus Date ⁸	\$1,606.6 million
Enterprise Value / Pro forma FY17 forecast EBITDA ⁹	8.5x
Enterprise Value / Pro forma FY17 forecast EBIT ¹⁰	10.9x
Market capitalisation / Pro forma FY17 forecast NPAT ¹¹	12.0x
Implied forecast dividend yield for FY17 dividend ¹²	5.7%

1. This table contains Forecast Financial Information and information derived from Forecast Financial Information. Forecast Financial Information is set out in Section 4 of the Prospectus, and is prepared on the basis of the best estimate assumptions set out in Section 4.9 of the Prospectus. It should be read in conjunction with the discussion of the Pro Forma Historical Financial Information in Section 4.8 of the Prospectus, as well as the sensitivities set out in Section 4.10 of the Prospectus, and the risk factors set out in Section 5 of the Prospectus. This table also contains non-IFRS financial measures, which are discussed in Section 4.3 of the Prospectus.
2. The offer statistics in this table reflects the Final Price and the TPG Entities selling 40% of their Existing Shares.
3. Includes Shares subscribed for by Mick McMahon and Ian Brannan with the after-tax proceeds of the one-off bonus and IPO Bonus referred to in Sections 6.3.3.1 and 6.3.3.2 of the Prospectus respectively.
4. These Shares will be subject to voluntary escrow arrangements (refer to Section 7.9 of the Prospectus for details).
5. Excludes 3.0 million shares owned by Current Management and Previous Management, representing the number of Shares with a value equal to the amount of loans provided by Ingham's to certain members of Current Management and Previous Management under previous employee equity arrangements, which loans will remain outstanding at Completion. The number of Shares excluded is calculated by dividing the loan amount that will remain outstanding at Completion of \$9.4 million by the Final Price, which is 3.0 million Shares. The Shares that have been excluded are on issue, however, in accordance with the Australian Accounting Standards they are accounted for in substance as options. Further detail of accounting treatment of these Shares and loans is provided in Section 7.14 of the Prospectus.
6. Market capitalisation calculated as the PE ratio multiplied by pro forma FY17 NPAT. Market capitalisation is calculated with reference to the total number of Shares on issue less the Loan Share Adjustment (refer to Section 7.14 for details). This calculation increases comparability to companies with option-based incentive programs.
7. Reflecting management target cash position at 29 October 2016.
8. Enterprise Value is calculated as the sum of market capitalisation and pro forma net debt.
9. This ratio is commonly referred to as an EV/EBITDA ratio. The EV/EBITDA ratio is calculated as the Enterprise Value divided by pro forma FY17 forecast EBITDA of \$190.1 million. EBITDA is earnings before interest, tax, depreciation and amortisation.
10. This ratio is commonly referred to as an EV/EBIT ratio. The EV/EBIT ratio is calculated as the Enterprise Value divided by pro forma FY17 forecast EBIT of \$147.9 million. EBIT is earnings before interest and tax.
11. This ratio is commonly referred to as a price earnings or PE ratio.
12. The estimated FY17 dividend yield is calculated as the annualised expected dividends per Share in respect of FY17 (based on the mid-point of the intended payout ratio of between 65-70% of Ingham's pro forma NPAT in FY17) divided by the Final Price (refer to Section 4.13 of the Prospectus for more details). Ingham's expects to be in a position to pay fully franked dividends in FY17.



Chairman's letter – page 6 of the Prospectus

The forecast annualised dividend yield for FY17 referred to in the sixth paragraph is now 5.7% at the Final Price.

The reference to the TPG Entities selling 50% to 70% of their Existing Shares and holding 24% to 40% of the Shares at Completion in the eighth paragraph should now be read as a reference to the TPG Entities selling 40% of their Existing Shares and holding 47% of the Shares at Completion.

Section 1.3 - What is Ingham's adjusted statutory historical and forecast financial performance? – page 11 of the Prospectus

The following table replaces the table in Section 1.3 'What is Ingham's adjusted statutory historical and forecast financial performance?' of the Prospectus.

June year end (\$ millions)	Adjusted Statutory Historical Results			Statutory Forecast Results
	FY14	FY15	FY16	FY17
	53 weeks	52 weeks	52 weeks	53 weeks
Revenue	2,277.4	2,273.8	2,308.7	2,419.3
EBITDA	126.7	301.7	106.6	154.5
EBIT	81.3	268.4	72.2	111.4
NPAT	0.1	146.9	25.2	52.7

Risk regarding the TPG Entities' shareholding post Completion – page 16 and page 104 of the Prospectus

The first four sentences of the first paragraph of Section 1.6 'The TPG Entities will retain a significant stake in Ingham's post Listing' and in Section 5.2.15 of the Prospectus are replaced as follows:

The TPG Entities will sell 40% of their Existing Shares in the Offer. Following Completion, the TPG Entities will hold 47% of the issued capital of Ingham's, which will make the TPG Entities the largest Shareholders. In addition, following Listing, the Board will include two Directors who were nominated by the TPG Entities. Consequently, the TPG Entities will be in a position to exercise influence in relation to matters requiring approval of Shareholders, including the election of directors of Ingham's, and to influence the outcome of any takeover offer for the Shares or similar transaction involving the acquisition of the Shares.

Shareholding structure – page 18 and page 121 of the Prospectus

The following table replaces:

- the table in Section 1.8 of the Prospectus 'Who are the Existing Shareholders and what will their interest be at Completion of the Offer?'; and
- Table 36: Shareholding structure in Section 7.1.5 of the Prospectus.

	Shares held immediately prior to Completion		Shares held at Completion	
	Number of Shares	Percentage	Number of Shares	Percentage
TPG Entities	298.0m	90.1%	178.8m	47.0%
Current Management	18.3m	5.5%	12.1m ¹³	3.2%
Previous Management	14.3m	4.3%	0.5m	0.1%
New Shareholders	0.0m	0.0%	188.9m	49.7%
Total	330.7m	100.0%	380.2	100.0%

The paragraph under each of these tables is replaced with:

The total Shares on issue includes 3.0 million Loan Shares (2.9 million owned by Current Management and 0.1 million by Previous Management).

Director shareholdings – page 18 and page 112 of the Prospectus

This table replaces the following tables in the Prospectus:

- table in Section 1.8 of the Prospectus 'What significant benefits are payable to Directors and other persons connected with Ingham's or the Offer and what significant interests do they hold?'; and
- Table 34: Directors' shareholdings prior to the Offer and on Completion in Section 6.3.2.4 of the Prospectus.

13. Includes Shares subscribed for by Mick McMahon and Ian Brannan with the after-tax proceeds of the one-off bonus and IPO Bonus referred to in Sections 6.3.3.1 and 6.3.3.2 of the Prospectus respectively.

Directors	Shares held immediately prior to the Offer	Shares acquired in the Offer	Shares held on Completion
Peter Bush	–	158,730 ¹⁴	158,730
Mick McMahon	4,955,458	323,810 ¹⁵	3,360,532 ¹⁶
Simon Harle	–	–	–
Ricky Lau	–	–	–
Linda Bardo Nicholls	–	15,873	15,873

Overview of the Offer – page 19 of the Prospectus

The first bullet point in Section 1.9 of the Prospectus 'What is the Offer' is replaced with:

- Ingham's is offering to issue 49.6 million New Shares and SaleCo is offering to sell 139.8 million Existing Shares.

Section 1.9 'What is the price of Shares under the Offer and how will the price be determined' is replaced with 'What is the price of Shares under the Offer'.

The three bullet points in Section 1.9 'What is the price of Shares under the Offer' is replaced with:

- The Final Price is \$3.15.
- Successful Applicants under the Offer will pay the Final Price.

The second bullet point in Section 1.9 'How is the Offer structured and who is eligible to participate?' on page 20 of the Prospectus is replaced with:

To the extent permitted by law, all Applications under the Offer are irrevocable. The Final Price is \$3.15. Except as required by law, Applicants cannot withdraw their Applications once the Final Price and allocations of Shares have been determined.

Sources and uses of funds – page 19 and page 121 of the Prospectus

The following table replaces:

- the table in Section 1.9 of the Prospectus 'What is the proposed use of the funds raised under the Offer?'; and
- Table 35: Sources and uses of funds in Section 7.1.2 of the Prospectus.

Sources of funds	\$ (in millions)	%	Uses of funds	\$ (in millions)	%
Ingham's					
Cash proceeds received for New Shares issued under the Offer ¹⁷	156.2	14.6	Repayment of existing indebtedness ¹⁸	586.0	54.9
			(Ingham's will still have debt in place following the Offer. The details of the New Banking Facilities are set out in Section 4.6.4 of the Prospectus and estimated net indebtedness at Completion is set out in Section 4.6.3 of the Prospectus).		
Drawdown of New Banking Facilities	420.0	39.4	Costs of the Offer ¹⁹	40.5	3.8
Existing cash	50.3	4.7			
SaleCo					
Cash proceeds received from sale of Existing Shares under the Offer	440.2	41.3	Payments to Selling Shareholders	440.2	41.3
Total sources	1,066.7	100.0	Total uses	1,066.7	100.0

14. Includes \$200,000 of Shares issued to Peter Bush at the Final Price for nil consideration being 63,492 Shares.

15. Reflects the Shares subscribed for by Mick McMahon with the after tax proceeds of his IPO bonus referred to in Section 6.3.3.1 of the Prospectus.

16. Reflects the Shares held immediately prior to the Offer plus the Shares acquired in the Offer, less the Shares to be sold through SaleCo.

17. Proceeds raised to repay \$101.1 million of borrowings (\$94.8 million net debt reduction grossed up for \$6.5 million write-off of capitalised debt costs, net of \$1.8 million capitalised debt establishment fees, plus \$3.7 million accrued interest, less \$2.1 million repayment of management loans), payment of transaction costs and payment of \$14.6 million swap break costs.

18. Repayment of \$563.3 million total borrowings (grossed up to include \$6.5 million write-off of capitalised debt costs), \$3.7 million accrued interest, \$14.6 million swap break costs, net of \$2.1 million management loan repayment.

19. Includes fees payable to Joint Lead Managers, legal fees, accounting and tax advisory fees, debt establishment fees, transaction disbursements, IPO bonuses, and other transaction costs.

Statutory Forecast Results – page 60 of the Prospectus

This table replaces Table 12: Summary of Pro Forma Historical Results, Pro Forma Forecast Results and Statutory Forecast Results in Section 4.4.1 of the Prospectus.

Table 12: Summary of Pro Forma Historical Results, Pro Forma Forecast Results and Statutory Forecast Results

\$ millions	Notes	FY14 52 weeks	FY15 52 weeks	FY16 52 weeks	FY17 52 weeks	FY17 53 weeks
Revenue		2,230.5	2,271.9	2,308.7	2,375.0	2,419.3
Cost of sales	1	(1,851.2)	(1,920.8)	(1,886.3)	(1,916.6)	(1,951.4)
Gross profit		379.3	351.1	422.4	458.4	467.9
Other income	2	0.3	7.0	3.7	–	–
Distribution expense	3	(139.9)	(139.9)	(135.7)	(144.2)	(147.0)
Sales, general and administration expense	4	(98.0)	(104.1)	(123.4)	(124.6)	(166.9)
Share of net profit of JV	5	0.4	0.4	0.5	0.5	0.5
EBITDA		142.1	114.5	167.5	190.1	154.5
Depreciation and amortisation	6	(40.2)	(33.3)	(34.4)	(42.2)	(43.1)
EBIT		101.9	81.2	133.1	147.9	111.4
Net finance costs	7	(19.9)	(19.2)	(18.0)	(15.4)	(43.2)
Profit before tax		82.0	62.0	115.1	132.5	68.2
Income tax expense	8	(25.0)	(10.3)	(32.0)	(33.7)	(15.5)
NPAT		57.0	51.7	83.1	98.8	52.7

Notes:

1. Cost of sales includes feed costs, direct labour costs, husbandry fees, facilities costs and product inputs and consumables.
2. Other income includes profit on disposal of property, plant and equipment and other sundry income.
3. Distribution expense includes freight costs, labour costs and facilities costs.
4. Sales, general and administration expense includes salaries and wages, insurance, marketing, IT and telecommunications costs. In the Statutory Forecast Results, this also includes costs of the Offer.
5. Share of net profit of JV comprises Ingham's 50% share of AFB International Pty Limited.
6. In Ingham's Statutory Historical Results, the relevant portions of depreciation and amortisation charges are included in cost of sales, distribution expense and sales, general and administration expense. In order to present EBITDA, depreciation and amortisation have been removed from those cost lines and included in a single line-item. As a result, each of the cost lines presented in Table 12, from which depreciation and amortisation have been removed, are non-IFRS measures. A detailed reconciliation of the Statutory Historical Results to the Adjusted Statutory Historical Results (including the reallocation of depreciation and amortisation) and of the Adjusted Statutory Historical Results to the Pro Forma Historical Results is included in Appendix B.
7. Pro forma net finance costs in FY14 to FY16 have been adjusted to reflect the terms of the New Banking Facilities. For more information, see Section 4.6.4 of the Prospectus.
8. Pro forma income tax expense has been calculated based on the statutory income tax expense, adjusted for the tax effect of each of the pro forma adjustments set out in Section 4.4.3 of the Prospectus. The pro forma forecast income tax expense is forecast based on the current Australian and New Zealand corporate tax rates of 30% and 28%, respectively. The pro forma effective tax rate is forecast to be approximately 25% in FY17, primarily due to an effective tax rate in Australia which is lower than the corporate tax rate due to certain items being not assessable for Australian income tax purposes.

SUPPLEMENTARY PROSPECTUS

Pro forma adjustments to Statutory Forecast Results – page 63 of the Prospectus

This table replaces Table 15: Pro forma adjustments to the Adjusted Statutory Historical Results and Statutory Forecast Results in Section 4.4.3 of the Prospectus.

Table 15: Pro forma adjustments to the Adjusted Statutory Historical Results and Statutory Forecast Results

\$ millions	Notes	Historical			Forecast
		FY14 53 weeks	FY15 52 weeks	FY16 52 weeks	FY17 53 weeks
Adjusted statutory revenue		2,277.4	2,273.8	2,308.7	2,419.3
Discontinued piggery business	1	(5.7)	(1.9)	–	–
Removal of 53 rd week	2	(41.2)	–	–	(44.3)
Pro forma revenue		2,230.5	2,271.9	2,308.7	2,375.0
Adjusted statutory EBITDA		126.7	301.7	106.6	154.5
Discontinued piggery business	1	2.8	0.6	–	–
Removal of 53 rd week	2	(2.4)	–	–	(4.3)
Removal of site closure costs	3	–	1.7	14.9	3.1
Removal of transformation costs	4	–	13.1	19.3	3.3
Removal of head office relocation costs	5	–	–	25.4	–
Removal of advisory fees	6	3.0	3.1	3.1	1.0
Removal of TPG Entities acquisition costs	7	58.3	–	–	–
Removal of profit on sale and leaseback	8	–	(188.9)	–	–
Inclusion of rental costs on sale and leaseback	9	(44.1)	(14.6)	–	–
Removal of costs of the Offer	10	–	–	0.4	20.3
Inclusion of listed company costs	11	(2.2)	(2.2)	(2.2)	(0.6)
Removal of existing LTI scheme	12	–	–	–	4.5
Removal of transaction bonuses	13	–	–	–	8.6
Inclusion of new LTI scheme	14	–	–	–	(0.3)
Pro forma EBITDA		142.1	114.5	167.5	190.1

\$ millions	Notes	Historical			Forecast
		FY14 53 weeks	FY15 52 weeks	FY16 52 weeks	FY17 53 weeks
Adjusted statutory NPAT		0.1	146.9	25.2	52.7
Discontinued piggery business	1	2.0	0.4	–	–
Removal of 53 rd week	2	(0.8)	–	–	(2.3)
Removal of site closure costs	3	–	1.2	10.5	2.2
Removal of transformation costs	4	–	9.2	13.5	2.3
Removal of head office relocation costs	5	–	–	17.8	–
Removal of advisory fees	6	2.2	2.2	2.2	0.7
Removal of TPG Entities acquisition costs	7	55.7	–	–	–
Removal of profit on sale and leaseback	8	–	(132.3)	–	–
Inclusion of rental costs on sale and leaseback	9	(27.9)	(10.2)	–	–
Removal of costs of the Offer	10	–	–	0.3	14.2
Inclusion of listed company costs	11	(1.6)	(1.6)	(1.6)	(0.5)
Removal of existing LTI scheme	12	–	–	–	4.5
Removal of transaction bonuses	13	–	–	–	6.0
Inclusion of new LTI scheme	14	–	–	–	(0.3)
Removal of write-off of capitalised debt costs	15	–	–	–	5.0
Removal of debt break costs	16	–	–	–	10.3
Change in capital structure	17	27.3	35.9	15.2	4.0
Pro forma NPAT		57.0	51.7	83.1	98.8

Notes:

- Discontinued piggery business.** Ingham's exited its piggery business in FY15. This adjustment removes the revenue and costs associated with the piggery business in FY14 and FY15, including the impairment of piggery stock in FY14, and the loss on disposal of the business in FY15.
- Removal of 53rd week.** In FY14, a 53rd week was included in the results because the acquisition of Ingham's by the TPG Entities occurred in the last week of FY13 and as a result, the decision was made to extend the FY14 reporting period to include the last week of FY13. This adjustment removes the first week of the FY14 adjusted statutory historical results. In FY17, due to the timing of the fiscal year end, the statutory period will be a 53 week period. This adjustment removes the 53rd week of the statutory forecast results in FY17.
- Removal of site closure costs.** Relates to costs incurred as part of a business restructure. FY15 costs relate to redundancies associated with the closure of the Hoxton Park, New South Wales and Foggo Road, South Australia processing facilities. FY16 costs relate to the closure of the Cardiff, New South Wales primary processing facility which was announced in June 2016, resulting in Ingham's providing for redundancy costs, writing down assets that could not be transferred to other facilities, impairing obsolete stock and recognising onerous contracts with suppliers. The Cardiff facility ceased operations on 17 August 2016.
- Removal of transformation costs.** Relates predominantly to consultant costs incurred as part of the transformation program that commenced in FY15.
- Removal of head office relocation costs.** Relates to the costs of relocating the head office from Liverpool, New South Wales to North Ryde, New South Wales including redundancy costs and salary costs from the time employees were made redundant, and recognition of an onerous lease in relation to the Liverpool office.
- Removal of advisory fees.** Relates to fees for services charged by the TPG Entities in respect of the period prior to Completion which will not be incurred following Completion. This adjustment removes the fees attributable to the period prior to Completion.
- Removal of the TPG Entities acquisition costs.** Relates to the removal of costs (including employee incentives) associated with the acquisition of Ingham's by the TPG Entities in FY14.
- Removal of profit on sale and leaseback.** Removal of the profit on disposal of a portfolio of land and buildings as part of the sale and leaseback in FY15.
- Inclusion of rental costs on sale and leaseback.** Reflects the estimated incremental rental expense that would have been incurred in FY14 and FY15 had the properties that were subject to the sale and leaseback transaction in FY15, been leased from the start of FY14, based on the FY16 rental cost and escalation clauses for each property. The NPAT impact of this adjustment also includes the removal of depreciation associated with the properties that were sold.
- Removal of costs of the Offer.** Adjustment to remove the costs incurred in connection with the Offer.
- Inclusion of listed company costs.** Ingham's current estimate of the incremental annual costs that it will incur as a listed public company with a part year adjustment in FY17 for costs not incurred prior to Completion, as costs for the period following Completion are included in the statutory forecast results for FY17.
- Removal of existing LTI scheme.** Removal of the remaining share-based payments expense to be recognised in FY17 in relation to the existing LTI scheme.
- Removal of transaction bonuses.** Removal of bonuses to be paid to certain management employees in connection with the Offer.
- Inclusion of new LTI scheme.** Adjustment to reflect a full year effect of the new LTI scheme to be put in place following the Offer.
- Removal of write-off of capitalised debt costs.** Removal of the write-off of capitalised establishment costs associated with the Existing Banking Facilities.
- Removal of debt break costs.** Removal of the costs associated with breaking the swaps associated with the Existing Banking Facilities.
- Change in capital structure.** Removal of the finance costs associated with the Existing Banking Facilities and inclusion of the estimated finance costs that would have been incurred in each period, had the post-Completion capital structure been in place from the start of FY14.

SUPPLEMENTARY PROSPECTUS

Pro Forma Historical Statement of Financial Position and Statutory Historical Statement of Financial Position – page 68 of the Prospectus

This table replaces Table 20: Pro forma Historical Statement of Financial Position and Statutory Historical Statement of Financial Position as at 25 June 2016 in Section 4.6.1 of the Prospectus.

Table 20: Pro Forma Historical Statement of Financial Position and Statutory Historical Statement of Financial Position as at 25 June 2016

\$ millions	Notes	Statutory 25 June 2016	Impact of the Offer and refinancing	Pro Forma 25 June 2016
Current assets				
Cash and cash equivalents	1	75.3	(24.0)	51.3
Trade and other receivables		221.3	–	221.3
Biological assets		115.3	–	115.3
Inventories		159.6	–	159.6
Current tax assets	2	–	3.4	3.4
Assets classified as held for sale		1.2	–	1.2
Total current assets		572.7	(20.6)	552.1
Non-current assets				
Investments accounted for using the equity method		1.6	–	1.6
Property, plant and equipment		372.0	–	372.0
Deferred tax assets	3	–	–	–
Total non-current assets		373.6	–	373.6
Total assets		946.3	(20.6)	925.7
Current liabilities				
Trade and other payables	4	(239.7)	4.5	(235.2)
Borrowings	5	(21.2)	21.2	–
Current tax liabilities	2	(5.0)	5.0	–
Provisions		(93.3)	–	(93.3)
Derivative financial instruments	6	(7.9)	5.7	(2.2)
Total current liabilities		(367.1)	36.4	(330.7)
Non-current liabilities				
Trade and other payables		(2.7)	–	(2.7)
Borrowings	7	(520.3)	102.1	(418.2)
Provisions		(44.1)	–	(44.1)
Derivative financial instruments	6	(6.5)	6.5	–
Deferred tax liabilities	3	(6.8)	4.3	(2.5)
Total non-current liabilities		(580.4)	112.9	(467.5)
Total liabilities		(947.5)	149.3	(798.2)
Net (liabilities)/assets		(1.2)	128.7	127.5
Equity				
Contributed equity	8	107.8	154.0	261.8
Reserves	9	33.4	13.0	46.4
(Accumulated losses)/Retained earnings	10	(142.4)	(38.3)	(180.7)
(Deficiency of equity)/Total equity		(1.2)	128.7	127.5

Notes:

- Cash and cash equivalents.** Adjustment reflects the repayment of a promissory note which crystallises as a result of the Offer for cash of \$40.0 million, repayment of the Existing Banking Facilities of \$509.6 million (including payment of accrued interest), payment of costs of the Offer of \$26.9 million and break costs associated with the interest rate swaps of \$12.2 million, payment of employee bonuses of \$8.6 million, receipt of repayments of management loans of \$2.1 million, payment of dividends under the existing LT1 scheme of \$3.2 million, receipt of the proceeds from the issue of New Shares under the Offer of \$156.2 million, drawdown of the New Banking Facilities of \$420.0 million and payment of establishment costs associated with the New Banking Facilities of \$1.8 million.

2. **Current tax assets and liabilities.** Adjustments reflect the tax deductibility of the break costs associated with the interest rate swaps (\$3.6 million), the write-off of capitalised debt establishment costs associated with the Existing Banking Facilities (\$2.2 million) and employee bonuses (\$2.6 million).
3. **Deferred tax assets and liabilities.** Adjustment reflects the tax deductibility of costs of the Offer of \$26.9 million over five years, resulting in recognition of a deferred tax asset of \$7.9 million and reversal of deferred tax assets associated with the swaps of \$3.6 million.
4. **Trade and other payables.** Adjustment reflects the payment of accrued interest in respect of the Existing Banking Facilities and the associated interest rate swaps of \$0.9 million, payment of accrued costs of the Offer of \$0.4 million and payment of dividends under the existing LTI scheme of \$3.2 million.
5. **Current borrowings.** Adjustments reflect the repayment of the Existing Banking Facilities (\$25.4 million) and the write-off of capitalised debt establishment costs associated with the Existing Banking Facilities (\$4.2 million).
6. **Derivative financial instruments.** Adjustment reflects the settlement of interest rate swaps associated with the Existing Banking Facilities (\$5.7 million current, \$6.5 million non-current).
7. **Non-current borrowings.** Adjustment reflects the repayment of a promissory note which crystallises as a result of the Offer (\$40.0 million), repayment of the Existing Banking Facilities (\$483.3 million), write-off of capitalised debt establishment costs associated with the Existing Banking Facilities (\$3.0 million) and the drawdown of the New Banking Facilities (\$420.0 million) offset by the capitalisation of debt establishment costs associated with the New Banking Facilities of \$1.8 million, to be amortised over the term of the facilities.
8. **Contributed equity.** Adjustment reflects the receipt of repayments of management loans of \$2.1 million, the issue of \$156.2 million of New Shares under the Offer, and costs of the Offer of \$6.2 million offset in equity (\$4.3 million after tax).
9. **Reserves.** Adjustment reflects the recognition of \$4.5 million of share-based payments expense associated with the existing LTI scheme, and the reversal of \$12.1 million (\$8.5 million after tax) previously taken to the cash flow hedging reserve in respect of derivatives hedging the Existing Banking Facilities.
10. **Retained earnings.** Adjustment reflects the costs of the Offer to be expensed of \$20.3 million (\$14.3 million after tax), break costs associated with the interest rate swaps of \$12.1 million relating to the Existing Banking Facilities (\$8.5 million after tax), the write-off of capitalised debt establishment costs associated with the Existing Banking Facilities of \$7.2 million (\$5.0 million after tax), employee bonuses of \$8.6 million (\$6.0 million after tax) and the recognition of the share-based payments expense associated with the existing LTI scheme of \$4.5 million.

SUPPLEMENTARY PROSPECTUS

Statutory Forecast Cash Flow Information – page 75 of the Prospectus

This table replaces Table 23: Summary Pro Forma Historical Cash Flow Information and Pro Forma and Statutory Forecast Cash Flow Information in Section 4.7.1 of the Prospectus.

Table 23: Summary Pro Forma Historical Cash Flow Information and Pro Forma and Statutory Forecast Cash Flow Information

\$ millions	Notes	Pro Forma Historical			Pro Forma Forecast	Statutory Forecast
		FY14 52 weeks	FY15 52 weeks	FY16 52 weeks	FY17 52 weeks	FY17 53 weeks
EBITDA		142.1	114.5	167.5	190.1	154.5
Non-cash items	1	0.4	(6.0)	(0.3)	1.0	5.2
Changes in Adjusted Working Capital	2	(3.9)	26.8	(11.0)	2.9	(14.2)
Changes in provisions	3	1.0	4.1	–	(2.0)	(23.2)
Adjusted Operating Cash Flow		139.6	139.4	156.2	192.0	122.3
Capital Expenditure	4	(37.2)	(44.4)	(76.8)	(85.0)	(85.0)
Proceeds from disposal of property, plant and equipment		2.2	2.0	0.1	–	–
Proceeds from sale of assets classified as held for sale	5	–	16.9	6.5	–	–
Adjusted Free Cash Flow		104.6	113.9	86.0	107.0	37.3
Interest and finance charges paid	6				(15.4)	(31.9)
Tax paid	7				(7.5)	(7.5)
Capitalised costs of the Offer					–	(6.2)
Debt establishment costs	8				–	(1.8)
Proceeds from borrowings	9				–	420.0
Repayment of borrowings	10				–	(573.5)
Proceeds from issue of new shares	11				–	156.2
Proceeds from repayment of management loans	12				–	2.1
Net cash flow (before dividends)					84.1	(5.3)

Notes:

1. Non-cash items include share-based payments expense and profit on disposal of property, plant and equipment classified as held for sale.
2. Refer to Section 4.8.1.5 of the Prospectus.
3. Includes employee benefits, make good, workers compensation and restructuring provisions.
4. Capital Expenditure includes stay in business capital expenditure, capacity growth capital expenditure and profit improvement capital expenditure, as described in Section 4.8.1.6 of the Prospectus.
5. Proceeds from sale of assets classified as held for sale reflects the sale of two properties classified as held for sale in FY16.
6. Pro forma interest and finance charges paid in FY17 are based on the New Banking Facilities, as if the arrangements were in place from 25 June 2016.
7. The FY17 pro forma and statutory forecast cash flow information includes income tax paid of \$7.5 million based on the instalment rates for Australia and New Zealand that are expected during FY17.
8. Estimated fees incurred in relation to the establishment of the New Banking Facilities to be capitalised and amortised on a straight-line basis over the term of the loan.
9. Represents drawdown of the New Banking Facilities.
10. Represents repayment of the Existing Banking Facilities and a promissory note.
11. Issue of New Shares, at the Final Price.
12. Represents management loans to be repaid on the sale of Loan Shares under the existing LTI scheme.

Pro forma adjustments to the Statutory Forecast Cash Flow Information – page 78 of the Prospectus

This table replaces Table 26: Pro forma adjustments to the Statutory Forecast Cash Flow Information in Section 4.7.4 of the Prospectus.

Table 26: Pro forma adjustments to the Statutory Forecast Cash Flow Information

\$ millions	Notes	Forecast
		FY17
Statutory net cash flow (before dividends)		(5.3)
Removal of 53 rd week	1	6.7
Removal of site closure costs	2	15.0
Removal of transformation costs	3	4.9
Removal of head office relocation costs	4	10.5
Removal of advisory fees	5	1.0
Inclusion of listed company costs	6	(0.6)
Removal of transaction bonuses	7	8.6
Change in capital structure	8	1.6
Removal of debt break costs	9	14.6
Removal of repayment of borrowings	10	573.5
Removal of debt establishment costs	11	1.8
Removal of proceeds of the New Banking Facilities	12	(420.0)
Removal of proceeds of the Offer	13	(156.2)
Removal of costs of the Offer	14	26.9
Removal of management loans repaid	15	(2.1)
Removal of dividend paid	16	3.2
Pro forma net cash flow (before dividends)		84.1

Notes:

- Removal of 53rd week.** In FY17, due to the timing of the fiscal year end the statutory period will be a 53 week period. This adjustment removes the 53rd week of the Statutory Forecast Cash Flow Information.
- Removal of site closure costs.** FY17 payments relate to the announcement in June 2016 of the closure of the Cardiff primary processing facility during August 2016.
- Removal of transformation costs.** Relates predominantly to consultant costs incurred as part of the transformation program that commenced in FY15.
- Removal of head office relocation costs.** Relates to the costs accrued in FY16, but expected to be paid in FY17 in relation to relocating the head office from Liverpool, New South Wales to North Ryde, New South Wales including redundancy costs and salary costs from the time employees were made redundant, and recognition of an onerous lease in relation to the Liverpool office.
- Removal of advisory fees.** Fees for services charged by the TPG Entities in respect of the period prior to Completion will not be incurred following Completion. This adjustment removes the fees attributable to the period prior to Completion.
- Inclusion of listed company costs.** An adjustment has been made to include Ingham's current estimate of the incremental annual costs that it will incur as a listed public company. A part-year adjustment in FY17 relates to the costs not incurred prior to Completion, as costs for the period following Completion are included in the Statutory Forecast Cash Flow Information for FY17.
- Removal of transaction bonuses.** Cash bonuses to be paid to certain management employees in connection with the Offer have been included in the Statutory Forecast Cash Flow Information for FY17.
- Change in capital structure.** This adjustment removes the finance costs associated with the Existing Banking Facilities and includes the estimated finance costs that would have been paid in each period, had the post-Completion capital structure been in place from the start of FY17.
- Removal of debt break costs.** On repayment of the Existing Banking Facilities, the associated swaps will be settled, resulting in a cash outflow that will be included in the Statutory Forecast Cash Flow Information for FY17.
- Removal of repayment of borrowings.** Repayment of the Existing Banking Facilities and a promissory note will be included in the Statutory Forecast Cash Flow Information for FY17.
- Removal of debt establishment costs.** Upfront establishment costs associated with the New Banking Facilities will be included in the Statutory Forecast Cash Flow Information for FY17.
- Removal of proceeds of the New Banking Facilities.** The cash inflow associated with the drawdown of the New Banking Facilities will be included in the Statutory Forecast Cash Flow Information for FY17.
- Removal of proceeds of the Offer.** The proceeds from the issue of New Shares under the Offer will be included in the Statutory Forecast Cash Flow Information for FY17.
- Removal of costs of the Offer.** Costs of the Offer will be included in the Statutory Forecast Cash Flow Information for FY17.
- Removal of management loan repaid.** Proceeds from the repayment of management loans on the sale of Shares under the existing LTI scheme will be included in the Statutory Forecast Cash Flow Information.
- Removal of dividends paid.** Accrued dividend payable to existing LTI scheme shareholders will be paid on completion of the Offer and will be included in the Statutory Forecast Cash Flow Information for FY17.

Details of the Offer – page 120 of the Prospectus

Section 7.1 'The Offer' is replaced with:

The Prospectus relates to an initial public offering of New Shares by Ingham's and the sale of Existing Shares by SaleCo. The TPG Entities will sell down 40% of their Existing Shares in the Offer.

The total proceeds of the Offer will be \$596.4 million. The total number of Shares available under the Offer will be 189.3 million.

SaleCo will sell 139.8 million Existing Shares, raising \$440.2 million. Ingham's will raise \$156.2 million from the issue of 49.6 million New Shares.

Following Completion of the Offer, the total number of Shares on issue will be 377.3 million.²⁰

Successful Applicants under the Offer will pay the Final Price.

The Offer is made on the terms, and is subject to the conditions, set out in this Prospectus or the Institutional Offering Memorandum (as applicable). All Shares will rank equally with each other.

Section 7.2 Terms and conditions of the Offer – page 122 of the Prospectus

The response to 'What is the consideration payable for each security being offered' is replaced with:

Topic	Summary
What is the consideration payable for each security being offered?	The Final Price is \$3.15 per Share. Applicants under the Broker Firm Offer, Priority Offer and Employee Offer have applied for a set dollar value of Shares. Accordingly, those Applicants did not know the number of Shares they would receive at the time they made their investment decision. Except as required by law, Applicants cannot withdraw their Applications once the Final Price and allocations of Shares have been determined.

The response to 'What are the cash proceeds to be raised?' is replaced with:

Topic	Summary
What are the cash proceeds to be raised?	\$596.4 million is expected to be raised under the Offer (\$156.2 million to be paid to or at the direction of Ingham's and \$440.2 million to be paid to or at the direction of SaleCo).

Section 7.8.1 'Invitations to bid' – page 126 of the Prospectus

The second paragraph in Section 7.8.1 of the Prospectus is replaced with:

An Institutional Investor who is a long only Australian superannuation fund (**Committed Investor**) has committed to the Joint Lead Managers to acquire up to \$150 million of Shares under this Prospectus at the Final Price, \$100 million of which is committed (**Committed Subscription**), with the additional \$50 million subject to scaleback. The Committed Investor's application for its Committed Subscription will be accepted in full (unless the Offer is withdrawn).

Sections 7.8.2 'Institutional Offer process and the Indicative Price Range' and Section 7.8.3 'Final Price' – page 126 and page 127 of the Prospectus

Sections 7.8.2 'Institutional Offer process and the Indicative Price Range' and Section 7.8.3 'Final Price' are replaced with:

7.8.2 Institutional Offer process

The Institutional Offer will be conducted using a bookbuild process managed by the Joint Lead Managers. Full details of how to participate, including bidding instructions, will be provided to eligible participants by the Joint Lead Managers.

Participants can only bid into the bookbuild for Shares through the Joint Lead Managers. They may bid for Shares at the Final Price.

The Institutional Offer will open on 2 November 2016 and close on 3 November 2016. The TPG Entities, Ingham's and the Joint Lead Managers reserve the right to vary the times and dates of the Offer, including closing the Offer early, extending the Offer or accepting late Applications or bids, either generally or in particular cases, without notification.

Bids in the Institutional Offer may be amended or withdrawn at any time up to the close of the Institutional Offer. Any bid not withdrawn at the close of the Institutional Offer is an irrevocable offer by the relevant bidder to subscribe or procure subscribers for the Shares bid for (or such lesser number as may be allocated) at the Final Price, on the terms and conditions set out in this Prospectus (including any supplementary or replacement Prospectus) and in accordance with any bidding instructions provided by the Joint Lead Managers to participants.

Bids can be accepted or rejected in whole or in part without further notice to the bidder. Acceptance of a bid will give rise to a binding contract on allocation of Shares to successful bidders conditional on the quotation of Shares on the ASX and Settlement.

Details of the arrangements for notification and settlement of allocations applying to participants in the Institutional Offer will be provided to participants in the bookbuild process.

20. Includes 3.0 million Loan Shares.

7.8.3 Final Price

The Final Price is \$3.15 per Share.

All successful Applicants and bidders under the Offer will pay the Final Price.

Section 7.9 'Voluntary escrow arrangements' – page 127 of the Prospectus

At Completion, the TPG Entities will hold of 47.0% of all the Shares on issue, all of which will be subject to voluntary escrow arrangements as described in Section 7.9 of the Prospectus.

The following table replaces the table set out in Section 7.9 of the Prospectus and all other references to the number of Escrowed Shares in the Prospectus.

Escrowed Shareholder	Number of Escrowed Shares (on Completion of the Offer) ²¹	Escrowed Shares (as a % of Shares on issue on Completion of the Offer)
Current Management	12.1m	3.2%
Previous Management	0.5m	0.1%
TPG Entities	178.8m	47.0%
Total	191.4m	50.3%

Section 7.14 'Loan Shares and Loan Shares Adjustment' – page 131 of the Prospectus

The last sentence of the fourth paragraph is replaced with:

At the Final Price a total of approximately 3.0 million²² Loan Shares have no value to the relevant members of Current Management and Previous Management (**Loan Share Adjustment**).

The following table replaces the table in Section 7.14 of the Prospectus and footnote 11 on page 132 of the Prospectus is deleted.

Item	(million Shares)
Total Shares on issue at 24 June 2016	334.1
Net forfeited Shares bought back under employee equity arrangements	(3.5)
Total Shares on issue pre-IPO	330.7
Loan Shares Adjustment	(3.0)
Shares on issue pre-IPO	327.7
New Shares issued in IPO	49.6
Shares on issue post-IPO	377.3
Loan Shares Adjustment	3.0
Total Shares on issue post-IPO	380.2

21. Includes 3.0 million Loan Shares.

22. Calculated at total loans of \$9.4 million divided by \$3.15 the Final Price.

Section 9.5.1.4 'Committed Investor Fees' – page 153 of the Prospectus

Section 9.5.1.4 'Committed Investor Fees' of the Prospectus is replaced with:

9.5.1.4 Committed Investor Fees

The Joint Lead Managers must pay, on behalf of the Company, a fee to the Committed Investor of 0.75% of the Committed Investor's \$100 million firm committed amount at the Final Price.

Appendix C – Glossary

The defined term 'Final Price' is replaced as follows:

Term	Meaning
Final Price	\$3.15 per Share

The defined term 'Indicative Price Range' is deleted.

Applications

An Applicant wishing to apply for Shares should still use the Application Form for Shares included in the accompanying Prospectus.

Statement of directors

This supplementary prospectus is authorised by each Director and by each director of SaleCo. Each Director and each director of SaleCo have consented to the lodgement of this supplementary prospectus with ASIC and the issuance of the supplementary prospectus, and have not withdrawn that consent.