

THE **JUST** GROUP

7 March 2007

MEDIA RELEASE

JUST GROUP ANNOUNCES \$65 MILLION OFF-MARKET SHARE BUY-BACK

Just Group today announced an off-market tender buy-back of approximately \$65 million to be completed in early May 2007. The ultimate size of the buy-back will be dependent on shareholder demand and market conditions at the time, subject to a maximum of 10% of Just Group's outstanding shares.

The Managing Director of Just Group, Mr Jason Murray, said that this is a further demonstration of Just Group's focus on maximising returns to shareholders.

"Since re-listing in May 2004, Just Group has delivered record profits and strong cashflows. Consistent with our aim to maximise returns to shareholders, and in view of the company's strong balance sheet, cash flows and franking account balance, we believe Just Group is now in a position to return surplus capital to shareholders. After evaluating a number of alternative options for making such returns, the Board of Just Group has decided that the most effective method is through an off-market buy-back," Mr Murray said.

"In our short history since re-listing in 2004, and after including both the May 2007 interim dividend of 9.5 cents per share and the off-market buy-back of approximately \$65 million, both announced today, Just Group will have returned over \$150 million to shareholders by way of dividends and the share buy-back.

"The Board is confident that the buy-back is in the best interests of the company and its shareholders and that Just Group's balance sheet position will still enable the company to pursue growth opportunities while maintaining a dividend payout ratio of 60% to 65% of annual after tax profit.

The buy-back is expected to benefit all shareholders whether they choose to participate or not. For shareholders participating in the buy-back, the after tax return may be greater than the after tax return from selling their shares on the Australian Stock Exchange (ASX). Shareholders who choose not to participate are expected to benefit from enhanced earnings per share and return on equity.

The buy-back, which will occur at a discount to the Market Price¹, provides the additional benefit of enabling Just Group to buy back a greater number of shares than would be possible on market for the same amount of capital.

Details of the off-market buy-back as well as a timetable of key dates are outlined below. The terms and conditions of the buy-back will be detailed in a booklet to be sent to eligible shareholders in late March 2007.

1. Market Price will be the volume weighted average price of Just Group shares sold on ASX over the five trading days up to and including the closing date, excluding certain trades that are not "at market".

Off-market buy-back details

Shareholders who have acquired Just Group shares on ASX before Monday, 19 March 2007 and who hold those shares on Friday, 23 March 2007 will be invited to tender those shares in the off-market buy-back. Excluded foreign persons, including shareholders in the US and US persons, will not be eligible to participate in the buy-back. Shares held by the participants of Just Group's employee and director share ownership plans can be tendered into the buy-back unless they are subject to transfer restrictions.

Shareholders may tender shares at discounts of between 8 per cent and 14 per cent inclusive (at 1 per cent intervals) to the Market Price or as a final price tender (which is an election to receive the buy-back price). Additionally, shareholders can ensure that they receive a minimum amount by submitting a tender that is conditional on the buy-back price being no less than a minimum specified price.

Upon closing of the tender period on Friday, 27 April 2007, Just Group will determine the buy-back price based on the largest discount that enables it to buy back the amount of capital it determines to buy back. All shares that Just Group buys back will be purchased at the buy-back price.²

For Australian tax purposes, the buy-back price per share received by participating shareholders will comprise the following:

- a) a capital component of \$0.10; and
- b) a fully franked dividend component equal to the buy-back price less \$0.10.

Under the tender process, shares which have been tendered by shareholders who have elected to submit final price tenders, or who have tendered their shares at a discount greater than or equal to the buy-back discount, will be bought back – subject to a scale back if required. The scale back process has been structured to ensure that shareholders with small holdings will not be disadvantaged.

Any shares tendered at a discount smaller than the buy-back discount, will not be bought back by Just Group.

Note that shares bought back will not be eligible for Just Group's 2007 interim dividend of 9.5 cents per share.

2. Just Group reserves the right to buy back any number of shares up to a limit of 21.8 million shares and the right not to buy back any shares.

Off-market buy-back timetable

Wednesday, 7 March 2007	Announcement of Just Group's off-market buy-back
Thursday, 15 March 2007	Last day that shares can be acquired to be eligible for franking credit entitlement
Monday, 19 March 2007	Shares acquired on ASX on or after this date will not confer an entitlement to participate in the buy-back
Friday, 23 March 2007	Determination of shareholders entitled to participate in the buy-back
Wednesday, 28 March 2007	Mailing of buy-back documents to shareholders
Monday, 2 April 2007	Tender period opens
Friday, 27 April 2007	Tender period closes. Tenders must be received by no later than 7.00pm (Melbourne time)
Monday, 30 April 2007	Announcement of the buy-back price and scale back (if any)
Friday, 4 May 2007	Dispatch/crediting of buy-back proceeds to participating shareholders completed

Shareholders seeking further information about the buy-back may visit Just Group's website www.justgroup.com.au, or contact the Just Group buy-back information line on 1300 657 539 within Australia or +61 2 8280 7480 if calling from outside Australia. If shareholders are in any doubt about what they should do, they should consult a professional adviser.

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