

Appendix 3C

Announcement of buy-back (*except* minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
BENTLEY CAPITAL LIMITED (BEL)	87 008 108 218

We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	On-market within "10/12 limit" buy-back pursuant to Part 2J.1 Division 2 of Corporations Act 2001
2	⁺ Class of shares/units which is the subject of the buy-back (<i>eg, ordinary/preference</i>)	Ordinary
3	Voting rights (<i>eg, one for one</i>)	One for one
4	Fully paid/partly paid (<i>and if partly paid, details of how much has been paid and how much is outstanding</i>)	Fully paid
5	Number of shares/units in the ⁺ class on issue	72,598,802
6	Whether shareholder/unitholder approval is required for buy-back	No
7	Reason for buy-back	Capital management and otherwise as set out in Bentley's ASX market announcement dated 17 August 2011 and entitled "Intention to Conduct On-Market Buy-Back"
8	Any other information material to a shareholder's/unitholder's decision whether to accept the offer (<i>eg, details of any proposed takeover bid</i>)	None except as set out in Bentley's ASX market announcement dated 17 August 2011 and entitled "Intention to Conduct On-Market Buy-Back"

⁺ See chapter 19 for defined terms.

On-market buy-back

- | | | |
|----|---|--|
| 9 | Name of broker who will act on the company's behalf | Shaw Stockbroking Limited |
| 10 | Deleted 30/9/2001. | |
| 11 | If the company/trust intends to buy back a maximum number of shares - that number

Note: This requires a figure to be included, not a percentage. | Up to 6,599,890 shares
(being ~9.1% of the pre buy-back and 10% of the post buy-back issued share capital of the Company) |
| 12 | If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention | Up to 31 August 2012
(subject to the Company exercising its right to suspend or terminate the buy-back or amend its terms, at any time) |
| 13 | If the company/trust intends to buy back shares/units if conditions are met - those conditions | No special conditions except as set out in Bentley's ASX market announcement dated 17 August 2011 and entitled "Intention to Conduct On-Market Buy-Back" |

Employee share scheme buy-back

- | | | |
|----|---|----------------|
| 14 | Number of shares proposed to be bought back | Not applicable |
| 15 | Price to be offered for shares | Not applicable |

Selective buy-back

- | | | |
|----|--|----------------|
| 16 | Name of person or description of class of person whose shares are proposed to be bought back | Not applicable |
| 17 | Number of shares proposed to be bought back | Not applicable |
| 18 | Price to be offered for shares | Not applicable |

⁺ See chapter 19 for defined terms.

Equal access scheme

19	Percentage of shares proposed to be bought back	Not applicable
20	Total number of shares proposed to be bought back if all offers are accepted	Not applicable
21	Price to be offered for shares	Not applicable
22	+Record date for participation in offer Cross reference: Appendix 7A, clause 9.	Not applicable

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.



Sign here: Date: 17 August 2011
(Company Secretary)

Print name: VICTOR HO

+ See chapter 19 for defined terms.