



## **CIRCULAR TO SHAREHOLDERS**

23 June 2022

Dear Shareholder

### **Update on Brisbane Markets Limited (BML)'s Proposal to increase its shareholding in Perth Markets Group Limited (PMGL) from 42% to 51%**

- 1 Further to the company's circular to shareholders issued on 7 June 2022 (**7 June Circular**), the PMGL Board wishes to provide a further update in respect of BML's proposal to increase its shareholding in PMGL from 42% to 51% of PMGL's issued share capital during an 18-24 month period, initially set out in PMGL's notice dated 2 May 2022 (**BML Proposal**). PMGL thanks all shareholders for their patience in waiting for this update, in relation to the BML Proposal.
- 2 PMGL is not a listed entity and, therefore, shareholders are not privy to as much information as those of an ASX-listed entity. Equally, the market for PMGL's shares is not as liquid as that of the ASX. Accordingly, it is important that shareholders are provided with as much information as possible in relation to the BML Proposal.
- 3 For several weeks, the PMGL Board has exchanged correspondence with BML in relation to the BML Proposal, with a view to establishing whether BML's proposed controlling interest in PMGL is in PMGL's best interests. Despite such correspondence, the PMGL Board has not received sufficient information from BML to allow it to make such a determination.
- 4 In the 7 June Circular, the company notified shareholders that it had written to BML requesting that BML prepare a formal proposal to all shareholders containing various pieces of information which would allow all shareholders to:
  - 4.1 participate in the proposal; and
  - 4.2 have reasonable time and information to consider the proposal and its merits.
- 5 The proposal which would result from PMGL's invitation is, in the Board's opinion, more appropriate than BML selectively identifying shareholders who may be interested in selling at a yet to be substantiated share price. The invitation would bring the BML Proposal in line with the expectations which apply to all companies under the takeover provisions of the *Corporations Act 2001* (Cth) and would therefore increase the level of information available to all shareholders, particularly in respect of any changes which may take place to PMGL's business.



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- 6 The PMGL Board understands that BML is still considering this request.
- 7 Separately, to date, the Board is aware of various offers to purchase shares made by BML to certain shareholders, some at \$2.30 per share and some at \$2.60 per share (both share prices based on informal calculations which BML has undertaken, and without any formal valuation of the PMGL shares or the PMGL business more generally). It is difficult for the Board to ascertain whether this share price incorporates the 'control premium' which is necessary to accommodate the BML Proposal. Nevertheless, certain of those offers have resulted in share transfer forms being executed and submitted to the board for approval.
- 8 The Board is not in a position to approve, or make any decision in respect of, those proposed share transfers, particularly in circumstances where the Board has, on various occasions, asked BML to provide information substantiating the BML Proposal which, as mentioned, has not yet been received.
- 9 Should you have any queries regarding this notice, please call Peter Cooper, PMGL CEO, on (08) 9456 9200, for further information.

**Patricia Skinner**  
Chairperson  
Perth Markets Group Limited