



Perth Markets Group Limited ACN 633 346 184

FIRST SUPPLEMENTARY TARGET'S STATEMENT

THE PMGL INDEPENDENT BOARD COMMITTEE (IBC)
CONTINUES TO UNANIMOUSLY RECOMMEND THAT YOU

REJECT

BML's OFFER

If your investment horizon is short term and you seek immediate liquidity, the IBC unanimously recommends that you **ACCEPT** BML's Offer in the absence of a superior proposal

TO **REJECT** the OFFER YOU SHOULD

TAKE NO ACTION

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION
If you are in any doubt as to its contents, you should promptly consult your legal, financial or other professional adviser immediately.





1. Notices

This document is a supplementary target's statement under section 644 of the *Corporations Act 2001 (Cth)*. It is the first supplementary target's statement (**First Supplementary Target's Statement**) issued by Perth Markets Group Limited ACN 633 346 184 (**PMGL**) in response to the off-market takeover bid made by Brisbane Markets Limited ACN 064 983 017 (**BML**) to acquire 65% of each Shareholders Shares in PMGL.

This First Supplementary Target's Statement supplements, and should be read together with, PMGL's target's statement dated 30 November 2022 (**Original Target's Statement**).

Unless the context otherwise requires, terms defined in the Original Target's Statement have the same meaning as in this First Supplementary Target's Statement.

For the avoidance of doubt, the term "BML Proportional Offer" or "Offer" means the proportional offer by BML set out in section 8 of the Bidder's Statement as varied by notice given under section 650D(1) of the Corporations Act on 2 December 2022 and as set out in BML's First Supplementary Bidder's Statement. This First Supplementary Target's Statement prevails to the extent of any inconsistency with the Original Target's Statement.

A copy of this First Supplementary Target's Statement was lodged with ASIC on 14 December 2022. Neither ASIC nor any of its officers take any responsibility for its contents.

2. No change to the IBC's unanimous recommendation

On 2 December 2022, BML lodged its First Supplementary Bidder's Statement.

The IBC has considered whether the increase in Offer Price from \$3.30 per PMGL Share to \$3.40 per PMGL Share (**Revised Offer Price**) and waiver of the Registration of Share Transfers Condition has any effect on its unanimous recommendation given in the Original Target's Statement.

There is no change to the IBC's unanimous recommendation in respect of the Offer.

The IBC unanimously recommends that Shareholders **REJECT** the Offer for the reasons set out in sections 1.2 and 2.1 to 2.10 of the Original Target's Statement.

If your investment horizon is short term and you seek immediate liquidity, the IBC unanimously recommends that you **ACCEPT** the Offer in the absence of a superior proposal for the reasons set out sections 1.2 and 2.11 and 2.12 of the Original Target's statement.

The Revised Offer Price has been expressed by BML in its First Supplementary Bidder's Statement as best and final (in the absence of a competing offer or proposal). As at the date of this First Supplementary Target's Statement, subject to the matters set out in section 2.3 of the Original Target's Statement and section 4 of this First Supplementary Target's Statement in respect of potential and actual PMGL Share sales by private treaty, the IBC is not aware of any alternate proposals, superior or otherwise.

3. Shareholders holding in total 46.41% intend to reject the Offer

Given the Revised Offer Price, the Shareholder Intention Statements referred to in section 2.9 of the Original Target's Statement are now redundant.



Fourteen of PMGL's top 20 Shareholders plus several other minority Shareholders have provided further written confirmation of their intention to reject the Offer.

Those Shareholders are set out below and hold 46.41% of PMGL Shares as at the date of this First Supplementary Target's Statement:

- United Crates Co-operative Limited, which holds at the date of this First Supplementary Target's Statement 10,628,464 Shares (18.06%), intends to reject the Offer.
- South Australia Produce Market Ltd, which holds at the date of this First Supplementary Target's Statement 7,609,686 Shares (12.93%), intends to reject the Offer.
- The Chamber of Fruit and Vegetable Industries WA (Inc) (Market West), which holds at the date of this First Supplementary Target's Statement 2,110,400 Shares (3.59%), intends to reject the Offer.
- Antonino Galati ATF The Tony Galati Family Trust and Pasqualino Vincenzo Galati ATF The Vince Galati Family Trust (**The Galati Family Trusts**) which hold at the date of this First Supplementary Target's Statement 1,076,250 Shares (1.83%), intends to reject the Offer (see section 4 of this First Supplementary Target's Statement for further details).
- M Lendich entities¹ which hold at the date of this First Supplementary Target's Statement 1,038,000 Shares (1.76%), intends to reject the Offer.
- Trammit Pty Ltd as trustee for The Mitcham Family Trust which holds at the date of this First Supplementary Target's Statement 1,000,300 Shares (1.70%), intends to reject the Offer.
- Yuan Chang Fresh Food Pty Ltd which holds at the date of this First Supplementary Target's Statement 1,000,000 Shares (1.70%), intends to reject the Offer.
- Thomas Nominees Pty Ltd as trustee for the Bacich Family Trust, which holds at the date of this First Supplementary Target's Statement 500,000 Shares (0.85%), intends to reject Offer.
- Maria Ann Lendich, who holds at the date of this First Supplementary Target's Statement 500,000 Shares (0.85%), intends to reject the Offer.
- Bluerise Enterprises Pty Ltd as trustee for the Bluerise Trust, which holds at the date of this First Supplementary Target's Statement 455,300 Shares (0.77%), intends to reject the Offer.
- Fat Boy Nominees Pty Ltd as trustee for Damon Watling Family Trust, which holds at the date of this First Supplementary Target's Statement 310,060 Shares (0.53%), intends to reject the Offer.
- Nunn Holdings Pty Ltd, which holds at the date of this First Supplementary Target's Statement 310,060 Shares (0.53%), intends to reject the Offer.
- Bruce John Lantzke & Judith Marie Lantzke as joint trustees for the BJ & JM Lantzke Family Trust which holds at the date of this First Supplementary Target's Statement 250,000 Shares (0.42%), intends to reject the Offer.

¹ M Lendich entities comprise: Miroslav Lendich 500,000 Shares (0.85%); Mr Miroslav Lendich and Mrs Maria Ann Lendich <Lendich Superannuation Fund> 238,000 Shares (0.40%); Miroslav Lendich <Rachel Samantha Lendich A/C> 100,000 Shares (0.17%); Miroslav Lendich <Nicole Louise Lendich A/C> 100,000 Shares (0.17%); and Miroslav Lendich <Jonathan Michael Lendich A/C> 100,000 Shares (0.17%)



- Top Tourist Nominees Pty Ltd as trustee for the Schirripa Superannuation Fund which holds at the date of this First Supplementary Target's Statement 195,238 Shares (0.33%), intends to reject the Offer.
- Porschalaca Pty Ltd as trustee for the A&M Superannuation Fund which holds at the date of this First Supplementary Target's Statement 195,238 Shares (0.33%), intends to reject the Offer.
- Demar Holdings Pty Ltd as trustee for the Demar Trust which holds at the date of this First Supplementary Target's Statement 100,000 Shares (0.17%), intends to reject the Offer.
- Christopher Robert Langley & Beth Adele Langley as joint trustees of the Langley Family Trust which holds at the date of this First Supplementary Target's Statement 30,030 Shares (0.05%), intends to reject the Offer.

Of the 34,288,630 PMGL Shares that BML does not own, Shareholders collectively owning 27,309,026 PMGL Shares have stated their intention to reject the Offer.

This is a strong show of support from those Shareholders who continue to back PMGL's current structure and Board.

4. Share transactions by private treaty

Further to the matters set out in Section 2.3 of the Original Target's Statement, the following parties have since registered their interests as potential buyers:

- (a) The Galati Family Trusts; and
- (b) South Australia Produce Market Ltd.

In addition, on 9 December 2022, the PMGL Board (with Mr Andrew Young abstaining) approved share transfers received during the Offer Period for a total of 1,076,250 PMGL Shares (1.83%) sold by ten sellers to The Galati Family Trusts for \$3.05 per share. The Galati Family Trusts are not related parties of PMGL.

The approval of the share transfers was given following assessment in accordance with PMGL's usual procedures and the additional procedure outlined in section 5 of this First Supplementary Target's Statement.

Poynton Stavrianou assisted with the administration of matching the Galati Family Trusts with interested sellers of PMGL Shares. Poynton Stavrianou did not receive any fees for this role.

Any registered transfer activity in PMGL Shares will be recorded on PMGL's Transaction Register in the ordinary course. The PMGL Transaction Register may be accessed through the Investor Information (Share Price) section of the PMGL website at <https://perthmarket.com.au/corporate-information/investor-information/>.

5. Additional procedure for registration of share transfers

PMGL has adopted the additional procedure set out below in respect of any share transfer forms received by the board as a result of private treaty transactions during the Offer Period.

The Board does not intend to register any share transfer forms arising from private treaty transactions received during the Offer Period unless those share transfer forms are accompanied by a signed statement from the proposed buyer of those relevant shares confirming that:



- the buyer is aware that BML has made an off-market proportional takeover bid seeking to acquire 65% of all PMGL shareholders' shares in PMGL;
- the buyer has read BML's Bidder's Statement, BML's First Supplementary Bidder's Statement, the Original Target's Statement, and any further supplementary bidder's or target's statements (as applicable) as at the date of the signed statement;
- the buyer is not acting in concert with, or has not otherwise reached an agreement with, any other buyer of PMGL Shares;
- the proposed acquisition of shares will not amount to a change of control of PMGL; and
- the buyer is not affiliated or associated with any PMGL director or shareholder, or where it is, full disclosure of any affiliation or association has been provided to PMGL.

6. Top 20 Shareholders

As a result of the registered transfers arising from the transactions outlined in section 4 of this First Supplementary Target's Statement, the current Top 20 PMGL Shareholders are as set out below:

	Shareholder	Number of PMGL Shares	%
1	Brisbane Markets Limited	24,551,501	41.73%
2	United Crate Co-operative Ltd	10,628,464	18.06%
3	South Australian Produce Market Limited	7,609,686	12.93%
4	The Chamber of Fruit and Vegetable Industries WA (Inc)	2,110,400	3.59%
5	Oresusa Pty Ltd	1,205,173	2.05%
6	BRSF Pty Ltd	1,105,000	1.88%
7	Antonino Galati ATF The Tony Galati Family Trust jointly with Pasqualino Vincenzo Galati ATF The Vince Galati Family Trust	1,076,250	1.83%
8	Jalup Pty Ltd	1,060,000	1.80%
9	Trammit Pty Ltd	1,000,300	1.70%
10	Yuan Chang Fresh Food Pty Ltd	1,000,000	1.70%
11	Miroslav Lendich	500,000	0.85%
12	Maria Ann Lendich	500,000	0.85%
13	Thomas Nominees Pty Ltd <The Bacich Family Trust.	500,000	0.85%
14	Bluerise Enterprises Pty Ltd <Bluerise Trust>	455,300	0.77%
15	Shane and Janet Patching	340,300	0.58%
16	Fat Boy Nominees Pty Ltd <Damon Watling Family Trust>	310,060	0.53%
17	Nunn Holdings Pty Ltd <Nunn Family Trust>	310,060	0.53%
18	Tradition Holdings Pty Ltd	300,000	0.51%
19	Bruce John Lantzke & Judith Marie Lantzke <BJ & JM Lantzke Family Trust>	250,000	0.42%
20	Mr Miroslav Lendich and Mrs Maria Ann Lendich <Lendich Superannuation Fund>	238,000	0.40%
	Other Shareholders	3,789,637	6.44%
	Total Shares	58,840,131	100%



7. Resignation of director – James Ryan

On 30 November 2022, Mr. James Ryan resigned as a director from PMGL as a result of his resignation from the Market West board. Market West is entitled to appoint another person under Article 10.3 of the PMGL Constitution to act as an Industry Director in substitution for Mr. Ryan.

Accordingly, Mr Paul Neale was appointed as a director of PMGL on 9 December 2022.

Mr Neale is the Vice President of Market West and has been a member of the Market West Management Committee since 2013. He is the Executive General Manager (Western Australia) of Mercer Mooney, one of Australia's largest fresh produce distributors and has held this position since 2010. He was formerly State Trading Manager (WA) Fresh Produce for Coles Supermarkets and National Sales and Marketing Manager (Mushrooms) for Chiquita Brands. He holds a Bachelor of Business (Marketing) from Curtin University.

8. Amendments to Original Target's Statement

- (a) The reference to 44.87% in the Chair's Letter and sections 1.2, 1.4, 2.1, 2.9 and 3 of the Original Target's Statement is deleted and replaced by 44.58%.
- (b) The reference to 26,402,926 Shares in sections 1.4 and 2.9 of the Original Target's Statement is deleted and replaced by 26,232,776 Shares.
- (c) In section 12.2 of the Original Target's Statement, the following sentence:

"PMGL considers that it is unlikely that the number of Shareholders would fall to 50 or less such that PMGL would no longer be a public company and therefore not subject to Chapter 6 of the Corporations Act"

is deleted and replaced by:

"PMGL considers that it is unlikely that the number of Shareholders would fall to 50 or less such that PMGL would no longer be subject to Chapter 6 of the Corporations Act."

9. Consents

Each of the following entities:

- (a) United Crates Co-operative Limited;
- (b) South Australia Produce Market Ltd;
- (c) The Chamber of Fruit and Vegetable Industries WA (Inc) (Market West);
- (d) The Galati Family Trusts
- (e) M Lendich entities as defined in section 2.9 of this Target's Statement;
- (f) Trammit Pty Ltd as trustee for The Mitcham Family Trust;
- (g) Yuan Chang Fresh Food Pty Ltd;
- (h) Thomas Nominees Pty Ltd as trustee for the Bacich Family Trust;
- (i) Maria Ann Lendich
- (j) Bluerise Enterprises Pty Ltd as trustee for the Bluerise Trust;
- (k) Fat Boy Nominees Pty Ltd as trustee for Damon Watling Family Trust;



- (l) Nunn Holdings Pty Ltd as trustee for the Nunn Family Trust;
- (m) Bruce John Lantzke & Judith Marie Lantzke as joint trustees for the BJ & JM Lantzke Family Trust;
- (n) Top Tourist Nominees Pty Ltd as trustee for the Schirripa Superannuation Fund;
- (o) Porschalaca Pty Ltd as trustee for the A&M Superannuation Fund;
- (p) Demar Holdings Pty Ltd as trustee for the Demar Trust; and
- (q) Christopher Robert Langley & Beth Adele Langley as joint trustees of the Langley Family Trust.

has given and not withdrawn before the lodgement of this First Supplementary Target's Statement with ASIC, its written consent to be named in the First Supplementary Target's Statement in the form and context in which it is so named in this First Supplementary Target's Statement and to the inclusion of a shareholder intention statement. They have not caused or authorised the issue of this First Supplementary Target's Statement and to the maximum extent permitted by law, expressly disclaim, and take no responsibility for, any part of this First Supplementary Target's Statement other than the references consented to.

10. Authorisation

This First Supplementary Target's Statement has been approved by a resolution passed by the IBC. All members of the IBC voted in favour of that resolution.

Signed for and on behalf of Perth Markets Group Limited:

Date: 14 December 2022

Patricia Skinner

Chair