

7 January 2019

ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Fax 1300 135 638

Dear ASX

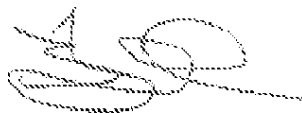
**John Bridgeman Limited off-market takeover bid for Henry Morgan Limited –
Status of defeating conditions and extension of offer**

We act for John Bridgeman Limited ACN 603 477 185.

We **attach** by way of service:

- 1 under section 630(5)(b) *Corporations Act 2001* (Cth) (**Corporations Act**), a notice of status of defeating conditions under section 630(3) *Corporations Act*; and
- 2 under section 650D *Corporations Act*, a notice of the extension of the offer.

Yours sincerely



Ben Wood
Partner

51721380v1

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Status of defeating conditions

Section 630(3) *Corporations Act 2001* (Cth)

TO: The Directors
Henry Morgan Limited (**HML**)
Level 9, Riverside Centre, 123 Eagle Street
BRISBANE, QUEENSLAND, 4000

AND TO: Australian Securities Exchange

John Bridgeman Limited ACN 603 477 185 (**Bidder**) has made offers under an off-market takeover bid for all the ordinary shares in Henry Morgan Limited (**Offers**). The offers are contained in the bidder's statement dated 31 October 2018 (as amended and supplemented by the supplementary bidder's statement dated 22 November 2018) (**Bidder's Statement**).

The Bidder gives notice under section 630(3) *Corporations Act 2001* (Cth) (**Corporations Act**) that:

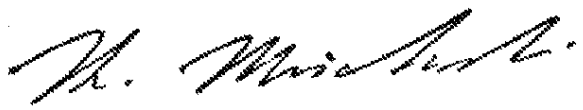
- (a) it has freed the Offers from the conditions in Schedule 2 of the Bidder's Statement;
- (b) so far as the Bidder knows:
 - (i) the conditions in clauses 1 and 2 of Schedule 2 (in relation to a 50.1% minimum acceptance of the Offers and regulatory approval respectively) of the Bidder's Statement have been fulfilled;
 - (ii) as the conditions in clauses 3, 4, 5, 6 and 7 of Schedule 2 (in relation to regulatory action, prescribed occurrences, any material adverse change, dealing with options in HML and third party consents respectively) of the Bidder's Statement relate to the position as at the end of the Offer Period (as that term is defined in the Bidder's Statement), they have not yet technically been fulfilled on the date this notice was given. Subject to the resolution of the proceedings currently before the Takeovers Panel, the Bidder is not aware of any other circumstances which would prevent the conditions from being fulfilled as at the end of the Offer Period (as that term is defined in the Bidder's Statement); and
- (c) its voting power in Henry Morgan Limited is 53.56%.

Dated: 7 January 2019

Executed by
John Bridgeman Limited ACN 603 477 185

^ 
Director

John McAuliffe
^ Full name of Director

^ 
Director/Secretary

Kevin Mischewski
^ Full name of Director/Secretary

Notice of variation of offer

Section 650D(1) of the *Corporations Act 2001* (Cth)

TO: The Directors
Henry Morgan Limited ACN 602 041 770
Level 9, 123 Eagle Street
BRISBANE QLD 4000

AND TO: Australian Securities and Investments Commission (**ASIC**)

AND TO: Australian Securities Exchange (**ASX**)

AND TO: Each person to whom offers were made under the takeover bid

John Bridgeman Limited (**Bidder**) gives notice under section 650D of the *Corporations Act 2001* (Cth) (**Corporations Act**), of variation of the offers dated 6 November 2018 (**Offers**) made in the bidder's statement dated 31 October 2018, as supplemented by the supplementary bidder's statement dated 22 November 2018 (**Bidder's Statement**).

Capitalised terms used in this notice, unless otherwise defined, have the meanings given to those terms in the Bidder's Statement.

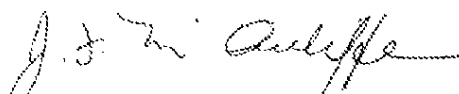
The Bidder hereby varies the Offers and the accompanying documents by extending the Offer Period from 7.00pm (Sydney time) on 14 January 2019 to 7.00pm (Sydney time) on 28 January 2019.

As at the date of this notice, the conditions in Schedule 2 of the Bidder's Statement have either been satisfied or waived and the Offers are unconditional.

A copy of this notice was lodged with ASIC on 7 January 2019. ASIC takes no responsibility for the contents of the notice.

Dated: 7 January 2019

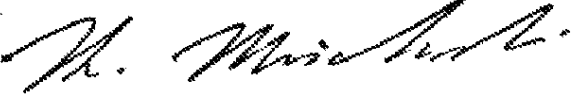
Executed by
John Bridgeman Limited ACN 603 477 185

^ 

Director

John McAuliffe

^ Full name of Director

^ 

Director/Secretary

Kevin Mischewski

^ Full name of Director/Secretary