

8 February 2019

ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Fax 1300 135 638

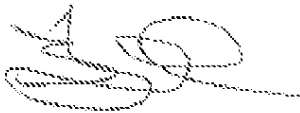
Dear ASX

**John Bridgeman Limited off-market takeover bid for Benjamin Hornigold Limited –
variation of offer**

We act for John Bridgeman Limited ACN 603 477 185.

We **attach** by way of service under section 650D *Corporations Act 2001* (Cth) a notice of the variation of the offers.

Yours sincerely



Ben Wood
Partner

52062246v1

This communication (including attachments) is only intended for its addressee and may contain privileged or confidential information. Unauthorised use, copying or distribution of any part of this document is prohibited. If you are NOT an intended recipient please notify us immediately and destroy the communication.

BRISBANE Level 11, 66 Eagle Street Brisbane QLD 4000 GPO Box 1855 Brisbane QLD 4001 T +61 7 5233 8888 F +61 7 3229 9949
SYDNEY Level 32, 10 Martin Place Sydney NSW 2000 GPO Box 462 Sydney NSW 2001 T +61 2 8241 5600 F +61 2 8241 5600
MELBOURNE Level 27, 101 Collins Street Melbourne VIC 3000 GPO Box 2924 Melbourne VIC 3001 T +61 3 9067 3100 F +61 3 9067 3199
NEWCASTLE Level 2, 16 Telford Street Newcastle NSW 2300 PO Box 394 Newcastle NSW 2300 T +61 2 4914 6900 F +61 2 4914 6999
W mccullough.com.au E info@mccullough.com.au A&H 42 721 345 951

Notice of variation of offer

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

TO: The Directors
Benjamin Hornigold Limited ACN 614 854 045
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 11 February 2019 to 7.00pm (Sydney time) on 1 April 2019.

As at the date of this notice, the conditions in Schedule 2 and clause 6.1 of Schedule 3 of the Bidder's Statement have either been satisfied or waived and the Offers are unconditional.

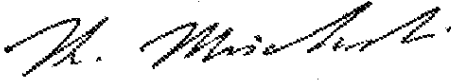
A copy of this notice was lodged with ASIC on 8 February 2019. ASIC takes no responsibility for the contents of the notice.

Dated: 8 February 2019

Executed by
John Bridgeman Limited ACN 603 477 185


A _____
Director

Stuart McAuliffe
A _____
Full name of Director


A _____
Director/Secretary

Kevin Mischewski
A _____
Full name of Director/Secretary