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LAWYERS

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Our ref MN:4823153

18 June 2021

BY FAX 1300 135 638

Company Announcements Office  
ASX Limited  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**Somers Limited on-market takeover bid for Thorn Group Limited (ASX:TGA)**

We act for Somers Limited (Bermuda Company Number 46441) (Company).

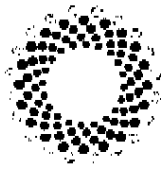
In accordance with item 3 of section 635(1) of the *Corporations Act 2001* (Cth), we enclose the Bidder's Statement in relation to the Company's on-market takeover bid for all the ordinary shares in Thorn Group Limited ACN 072 507 147 (Thorn) (Bidder's Statement).

The Bidder's Statement is being lodged today with the Australian Securities and Investments Commission and Thorn.

Yours faithfully  
**THOMSON GEER**



**Michael Ng**  
Partner  
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# **SOMERS LIMITED**

## **Bidder's Statement**

### **CASH OFFER**

**by Somers Limited**

**to acquire ALL of your fully paid ordinary shares in**

**THORN GROUP LIMITED  
ACN 072 507 147**

**for A\$0.21 cash per share**

**This document is important and requires your immediate attention.  
If you are in any doubt as to how to deal with it, you should consult your legal, financial or other professional  
adviser immediately.**

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## IMPORTANT INFORMATION

This is an important document and requires your immediate attention. If you are in doubt as to how to deal with this document, please consult your financial or other professional adviser immediately. You should read the contents of this Bidder's Statement in its entirety.

### Bidder's Statement

This document (**Bidder's Statement**) is given by Somers Limited (Bermuda Company Number 46441) (**Somers or Bidder**) under Part 6.5 of the Corporations Act in relation to an on-market takeover offer by Somers to acquire all your Shares in Thorn Group Limited (ACN 072 507 147) (**Thorn or Target**). This Bidder's Statement describes the terms of the Offer made by Somers and includes certain disclosures required by the Corporations Act.

This Bidder's Statement is dated 18 June 2021. A copy of this Bidder's Statement was lodged with ASIC and ASX on 18 June 2021. Neither ASIC, ASX nor any of their officers take any responsibility for the content of this Bidder's Statement.

### Investment Advice

The information in this Bidder's Statement is general information only and does not take into account your individual objectives, financial situation or needs. You should consider whether the information in this Bidder's Statement is appropriate for you in light of your objectives, financial situation and needs. You should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept the Offer.

### Notice to foreign Shareholders

This Bidder's Statement and the Offer are subject to Australian disclosure requirements which may be different from those applicable in other jurisdictions. This Bidder's Statement and the Offer do not in any way constitute an offer in any place which, or to any person to whom, it would not be lawful to make such an offer.

This Bidder's Statement is intended to be distributed in Australia. The distribution in other jurisdictions may be restricted by law or regulation. Persons who come into possession of this Bidder's Statement should inform themselves of, and observe, these restrictions.

### Forward-Looking Statements

This Bidder's Statement includes forward-looking statements that have been based on Somers' current expectations and predictions about future events, including Somers' intentions (which include those detailed in Section 7), the operations of Somers and Thorn and the economic and regulatory environment in which Somers and Thorn will operate in the future. Forward-looking statements may generally be identified by the use of forward-looking verbs such as aim, anticipate, believe, estimate, expect, foresee, intend or plan, by words denoting uncertainty such as likely, may, potential or should, or by derived or similar words. These forward-looking statements are, however, subject to inherent risks, uncertainties and assumptions that are specific to the industry in which Somers operates as well as general economic conditions, prevailing exchange rates and conditions in the financial market. All forward-looking statements should be read in light of such risks, uncertainties and assumptions.

None of Somers, its officers, persons named in this Bidder's Statement with their consent nor any person involved in the preparation of this Bidder's Statement makes any representation or warranty (express or implied) as to the accuracy or likelihood of any forward-looking statements. You are cautioned not to place reliance on these statements in the event that the outcome is not achieved.

The forward-looking statements in this Bidder's Statement reflect views held only at the date of this Bidder's Statement. Except as required by law, Somers and its officers, employees and advisers disclaim any obligation to revise or update any forward-looking statements after the date of this Bidder's Statement to reflect any change in the assumptions or expectations on which those statements are based.

### Information regarding Thorn

In preparing the information relating to Thorn contained in this Bidder's Statement, Somers has relied on publicly available information as at the date of this Bidder's Statement which has not been independently verified by Somers or the Somers Directors. Risks may exist in relation to Thorn of which Somers is unaware.

If any material risks are known to the Thorn Directors, they must be disclosed in the Target's Statement to be issued by Thorn. Accordingly, subject to applicable law, Somers makes no representations or warranties (express or implied) as to the accuracy and completeness of such information.

Further information on Thorn may be included in the Target's Statement which Thorn is required to provide to all Shareholders in response to this Bidder's Statement.

### **Privacy statement**

Somers has collected your information from the Thorn register of members for the purpose of making the Offer and, if accepted, administering your holding of Thorn Shares. The type of information Somers has collected about you includes your name, address, contact details and information on your shareholding in Thorn. Without this information, Somers will be hindered in its ability to carry out the Offer.

The Corporations Act requires the name and address of shareholders to be held in a public register. Your information may be disclosed on a confidential basis to Related Bodies Corporate of Somers and external services providers (such as providers of print and mail services), and may be required to be disclosed to regulators such as ASIC.

If you would like details of information about you held by Somers, please contact it at 34 Bermudiana Road Hamilton, HM 11 Bermuda, visit the website at [www.somers.limited](http://www.somers.limited) or call +1 441 299 2897.

### **Websites**

References in this Bidder's Statement to Thorn's website (<https://www.thorn.com.au/site/content/>) and Somers' website (<https://www.somers.limited/>) are for reference only. Information contained in or otherwise accessible from those websites are not part of this Bidder's Statement.

### **Updated information**

Information contained in this Bidder's Statement is subject to change from time to time. Please refer to any ASX announcements of Thorn regarding the Offer.

### **Defined terms**

Unless the contrary intention appears, the context requires otherwise or words are defined in Section 11, words and phrases in this Bidder's Statement have the same meaning and interpretation as in the Corporations Act.

### **Effect of rounding**

Figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Bidder's Statement may be subject to the effect of rounding. Accordingly, the actual figures may vary from those included in this Bidder's Statement.

### **Currencies**

In this Bidder's Statement, references to "Australian dollars", "AUD", "A\$" or "\$" are to the lawful currency of Australia.

This Bidder's Statement may contain conversions of relevant currencies to other currencies for convenience. These conversions should not be construed as representations that the relevant currency could be converted into the other currency at the rate used or at any other rate.

### **Maps and diagrams**

Any maps and diagrams appearing in this Bidder's Statement are illustrative only and may not be drawn to scale. Unless stated otherwise, all data contained in charts, maps, graphs and tables is based on information available at the date of this Bidder's Statement.

### **Queries**

You should contact your legal, financial or professional adviser if you are unsure about how to deal with this Bidder's Statement. If you have any enquires about the Offer, please contact Jeanette Prowse on + 64 901 7600 between 9.00am and 3.00pm (AEST) Monday to Friday or contact your legal, financial or other professional adviser.

## LETTER FROM SOMERS LIMITED

Dear shareholder

On behalf of Somers Limited (**Somers** or **Bidder**), I am pleased to present to you with an all cash offer to acquire all of your ordinary shares in Thorn Group Limited (**Thorn**). Somers is offering you A\$0.21 in cash for each Thorn Share you own.

Somers was established in 2012 and is an investment holding company specialising in the financial services sector and invests in a range of finance entities, primarily in the banking, asset financing, and wealth management sectors. Somers is listed on the Bermuda Stock Exchange (BSX:SOM.BH), with investments principally in Australia, Bermuda and the UK. Somers is currently Thorn's largest shareholder with voting power of 34.49%.

### About the Offer

The Offer is unconditional and will remain open until 6 August 2021, unless extended or withdrawn.

Somers has instructed its broker, Bell Potter Securities Limited, to purchase at the offer price of A\$0.21 per share all Thorn Shares offered for sale on ASX from the Announcement Date until the end of the Offer Period.

As at 17 June 2021, the Offer Consideration price of A\$0.21 per Share represents a premium of approximately:

- 2.4% to the last traded price (and closing price on 17 June 2021) of A\$0.205 per Thorn Share; and
- 1.2% to the 10-day VWAP of Thorn Shares of A\$0.207 per Thorn Share.

The Offer provides you with an opportunity to realise cash value for your investment in Thorn. The Offer provides a number of benefits to Thorn Shareholders, including but not limited to, the consideration under the Offer is a cash offer, paid in two Trading Days from acceptance.

### How to accept the Offer


You may accept the Offer at any time during the Offer Period. The Offer can only be accepted by selling your Thorn Shares on-market. More information is provided in Section 2, in the Frequently Asked Questions section.

The Offer is scheduled to close at 4:00pm (AEST) on 6 August 2021, unless extended or withdrawn in accordance with the Corporations Act.

If you require any assistance, please contact Jeanette Prowse on + 64 901 7600 between 9.00am and 3.00pm (AEST) Monday to Friday or contact your legal, financial or other professional adviser.

Thank you for your consideration of the Offer.

Yours faithfully



**Alasdair Younle**  
**Director**  
**Somers Limited**

## CORPORATE DIRECTORY

<b>Directors</b>	Mr Peter Durhager - Chairman and Director Mr Alasdair Younie - Director Mr Charles Jillings - Director Mr David Morgan - Director
<b>Registered Office</b>	34 Bermudiana Road Hamilton HM 11 Bermuda
<b>Investment Manager</b>	ICM Limited 34 Bermudiana Road Hamilton HM11 Bermuda
<b>Company Secretary</b>	BCB Charter Corporate Services Limited 34 Bermudiana Road Hamilton HM11 Bermuda
<b>Australian Legal Adviser</b>	Thomson Geer Level 27, Exchange Tower 2 The Esplanade Perth WA 6000
<b>Broker to the Offer</b>	Bell Potter Securities Limited
<b>Thorn Shareholder Queries</b>	Contact Jeanette Prowse on + 64 901 7600 between 9.00am and 3.00pm (AEST) Monday to Friday

## KEY DATES

Announcement Date	18 June 2021
Bidder's Statement lodged with ASIC and ASX and served on Thorn	18 June 2021
Date from which Thorn Shareholders can sell Thorn Shares to Somers	18 June 2021
Offer Period officially commences	5 July 2021
Offer Period closes (unless extended or withdrawn in accordance with the Corporations Act)	6 August 2021

## 1. Why you should accept the Offer

The Somers Directors believe you should ACCEPT the Offer for the following reasons:

1. **You are being offered full cash consideration, which delivers certain value for your Thorn Shares.**
2. **You will be paid your cash entitlement expeditiously (i.e. two Trading Days) after accepting the Offer.**
3. **The future trading price of Thorn Shares may fall once the Offer lapses.**
4. **The liquidity of Thorn Shares may diminish depending on how many Thorn Shareholders accept the Offer.**
5. **Thorn may require additional debt or equity funding depending on the success of their business model.**

The above is only a headline summary of some of the reasons why acceptance of the Offer may be in Thorn Shareholders' best interests. Each of the reasons is explained in further detail below.

### 1. **You are being offered full cash consideration, which delivers certain value for your Thorn Shares.**

The Offer is to acquire your Thorn Shares on a cash consideration basis. It provides certainty of value and liquidity. If you accept the Offer you will be paid A\$0.21 cash for each of your Thorn Shares.

This may be attractive for Thorn Shareholders given the risks and uncertainties associated with remaining a Thorn Shareholder including, but not limited to:

- (a) the long term impacts of the Covid-19 pandemic on Thorn's borrowers and their businesses; and
- (b) general economic and equity market risk.

### 2. **You will be paid your cash entitlement expeditiously (i.e. two Trading Days) after accepting the Offer.**

The Offer is unconditional and you can sell your Thorn Shares at A\$0.21 cash per Thorn Share on-market immediately. You will be paid cash expeditiously on a T+2 basis (being two Trading Days after your acceptance).

### 3. **The future trading price of Thorn Shares may fall once the Offer lapses.**

The trading price of your Thorn Shares will continue to be subject to market volatility.

Although there are many factors that may influence the price of Thorn Shares on ASX, there is a risk that the price of Thorn Shares may fall below the value of the Offer following the Offer Period, depending on which shareholders sell and therefore future liquidity.



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**4. The liquidity of Thorn Shares may diminish if other Thorn Shareholders accept the Offer.**

The Offer will allow you to dispose of all of your Thorn Shares, and to realise certain value for your Thorn Shares. In the absence of the Offer, there is no guarantee that Thorn Shareholders would be able to liquidate all of their shareholding in Thorn on-market in a single transaction.

**5. Future funding requirements**

Thorn's business is providing funding to its borrowers and their businesses. As Thorn's business and the business of its borrowers expands, more funding is expected to be required, either in the form of equity and/or debt funding. As more funding is required, Thorn may conduct further rights issues or equity fund raisings.

## 2. Frequently Asked Questions

You may have questions in relation to the Offer. The following set of questions and answers is intended to assist in your understanding of the Offer. They are qualified by, and should be read in conjunction with, the detailed information contained in the Bidder's Statement. You should read the Bidder's Statement in full before deciding whether or not to accept the Offer.

Question	Answer
What is the Offer?	Somers is making an on-market, unconditional cash offer to acquire your Thorn Shares at of A\$0.21 cash per Thorn Share.
When can I sell my Thorn Shares?	You can sell your Thorn Shares to Somers on-market immediately until the end of trading on ASX on the day that the Offer Period ends. Somers' broker, Bell Potter Securities Limited, will stand in the market on behalf of Somer to acquire all Thorn Shares at A\$0.21 cash per Thorn Share throughout this period.  The Offer will close at 4:00pm (AEST) on 6 August 2021 (unless extended or withdrawn in accordance with the Corporations Act).
What is this Bidder's Statement?	This Bidder's Statement was prepared by Somers for distribution to Thorn Shareholders. It contains information about the Offer and other information relevant to your decision whether to accept the Offer.  If you are in any doubt as to how to deal with it, you should consult your legal, financial or other professional adviser immediately.
Who is making the Offer?	Somers is offering to acquire all of your Thorn Shares. Somers was established in 2012 and is an investment holding company specialising in the financial services sector and invests in a range of finance entities, primarily in the banking, asset financing, and wealth management sectors. Somers is listed on the Bermuda Stock Exchange (BSX:SOM.BH), with investments principally in Australia, Bermuda and the UK.
Can I sell part of my shareholding?	Yes. You may sell some or all of your Thorn Shares. You are able to choose the number of Thorn Shares you wish to sell until the end of the Offer Period.
If I accept the Offer, when will I be paid?	The usual rules for settlement of on-market transactions on ASX will apply in respect of Somers' acquisition of your Thorn Shares. This means that if you accept the Offer, Somers will pay you on a T+2 basis (being two Trading Days after the date of your acceptance).
When does the Offer open and close?	The Offer is scheduled to open on 5 July 2021 and close at 4:00pm (AEST) on 6 August 2021, unless it is extended or withdrawn under the Corporations Act.
Can the Offer Period be extended?	The Offer Period can be extended at Somers' election or otherwise in accordance with the Corporations Act.  The Offer Period will automatically be extended under the Corporations Act if Somers' voting power in Thorn increases to more than 50% in the last seven days of the Offer Period, such extension shall be for 14 days from the date of such voting power increase.  Somers may extend the Offer Period in its discretion at any time prior to the last five Trading Days of the Offer Period or in certain limited circumstances at any time prior to the end of the Offer Period (subject to compliance with the law).

<p><b>What are the conditions to the Offer?</b></p>	<p>The Offer is not subject to any conditions.</p>
<p><b>How do I accept the Offer?</b></p>	<p><b>If you hold your Thorn Shares in an Issuer Sponsored Holding</b>, you may sell your Thorn Shares by instructing any Broker, which may include Bell Potter Securities Limited (where Bell Potter Securities Limited is your existing Broker or you appoint Bell Potter Securities Limited as your Broker), to accept the Offer on your behalf before the end of the Offer Period.</p> <p><b>If you hold your Thorn Shares in a CHES Holding</b>, you may sell your Thorn Shares by instructing your Broker or Controlling Participant to accept the Offer on your behalf before the end of the Offer Period.</p> <p><b>If you are a Controlling Participant</b>, acceptance of the Offer must be initiated in accordance with rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period.</p> <p>You are not required to complete a form to accept the Offer.</p>
<p><b>Will I need to pay stamp duty or brokerage fees if I accept the Offer?</b></p>	<p>The Offer is taking place by way of an on-market takeover bid. Thorn Shareholders who accept the Offer may only do so through Controlling Participants (such as Brokers) who are members of ASX. You should ask your Broker or Controlling Participant if any brokerage or other fees or charges will apply. Any such fees or charges will be the sole responsibility of the accepting Thorn Shareholder.</p> <p>Somers will bear its own brokerage (if any) on transfers of Thorn Shares acquired through acceptances of the Offer.</p> <p>No stamp duty or GST will be payable by you on the transfer of your Thorn Shares pursuant to the Offer (other than GST payable to your Broker or Controlling Participant in respect of brokerage or other fees or charges charged to you).</p>
<p><b>What happens if I do not accept the Offer?</b></p>	<p>If you do not accept the Offer, you will continue to hold your Thorn Shares and be exposed to any risks associated with your investment in Thorn, including Thorn's future funding uncertainties.</p> <p>If Somers acquires a Relevant Interest in at least 90% of Thorn Shares under the Offer, Somers intends to proceed to compulsorily acquire the outstanding Thorn Shares. If your Thorn Shares are compulsorily acquired by Somers in this manner, it will be on the same terms as the Offer. However, you will receive the Offer Consideration later than the Thorn Shareholders who choose to accept the Offer.</p> <p>If Somers does not become entitled to compulsorily acquire your Thorn Shares under the Corporations Act, depending on the number of Thorn Shares acquired by Somers, you may be a minority Thorn Shareholder.</p> <p>Refer to Section 7 for details regarding Somers' intentions with respect to Thorn and its business.</p>
<p><b>What are the taxation implications if I accept the Offer?</b></p>	<p>A general summary of the Australian taxation consequences for Thorn Shareholders who accept the Offer is detailed in Section 8. This summary is expressed in general terms only and is not intended to provide taxation advice for your specific circumstances. Thorn Shareholders should seek their own independent taxation advice in relation to the Offer.</p>

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<b>Can the Offer be withdrawn?</b>	The Offer may be withdrawn in limited circumstances detailed in sections 652B and 652C of the Corporations Act. This will not affect you if you have already accepted the Offer before the time of withdrawal.
<b>What if I have further questions or require further information in relation to the Offer?</b>	If you have any questions or require further information in relation to the Offer, please contact Jeanette Prowse on + 64 901 7600 between 9.00am and 3.00pm (AEST) Monday to Friday.

### **3. Details of the Offer**

#### **3.1 The Offer – on-market takeover bid**

Somers will make the Offer pursuant to an on-market takeover bid to purchase all Thorn Shares on issue and listed for quotation on ASX or to be issued and listed during the Offer Period (excluding all Thorn's Shares in which Somers has a relevant interest) for A\$0.21 cash per Thorn Share on the terms and conditions set out in this Bidder's Statement.

The Offer extends to any Thorn Shares that exist or will exist at any time during the Offer Period.

Whilst the Offer is for all Thorn's Shares, if a Thorn Shareholder wishes to sell some (and not all) of their Thorn Shares, the Thorn Shareholder is permitted to do so.

Somers has appointed Bell Potter Securities Limited to act as its Broker and accept Thorn Shares offered to it at the Offer Price until the end of the Offer Period.

#### **3.2 Offer Price**

The Offer Price is A\$0.21 for each Thorn Share.

#### **3.3 No conditions**

The Offer is not subject to any conditions.

#### **3.4 How the Offer will be made**

Bell Potter Securities Limited, on behalf of Somers, will stand in the market and purchase all Thorn Shares offered to it for sale on ASX at the offer Price from the time trading in Thorn Shares commences on the Announcement Date, on the same terms of the Offer.

#### **3.5 Persons to whom the Offer is made**

The Offer is open to all holders of Thorn Shares which Somers does not have a relevant interest in.

#### **3.6 Offer Period**

The Offer Period will officially commence at the start of trading on ASX on 5 July 2021 and end at the close of trading on ASX on 6 August 2021 (unless extended or withdrawn in accordance with the Corporations Act).

From the time trading in Thorn Shares commences on the Announcement Date, Bell Potter Securities Limited will stand in the market to acquire on behalf of Somers all Thorn Shares offered to it at the Offer Price, prior to the commencement of the Offer Period.

#### **3.7 Extension of Offer Period**

The Offer Period can be extended at Somers' election or otherwise in accordance with the Corporations Act.

The Offer Period will automatically be extended under the Corporations Act if Somers' voting power in Thorn increases to more than 50% in the last seven days of the Offer Period, such extension shall be for 14 days from the date of such voting power increase.

Somers may extend the Offer Period in its discretion at any time prior to the last five Trading Days of the Offer Period or in certain limited circumstances at any time prior to the end of the Offer Period (subject to compliance with the law).

### 3.8 Payment Date

The usual rules for settlement of on-market transactions on ASX will apply in respect of Somers' acquisition of your Thorn Shares. This means that if you accept the Offer, Somers will pay you on a T+2 basis (being two Trading Days after the date of your acceptance).

### 3.9 Brokerage and other costs

The Offer is taking place by way of an on-market takeover bid. Thorn Shareholders who accept the Offer may only do so through Controlling Participants (such as Brokers) who are members of ASX. You should ask your Broker or Controlling Participant if any brokerage or other fees or charges will apply. Any such fees or charges will be the sole responsibility of the accepting Thorn Shareholder.

Somers will bear its own brokerage (if any) on transfers of Thorn Shares acquired through acceptances of the Offer.

No stamp duty or GST will be payable by you on the transfer of your Thorn Shares pursuant to the Offer (other than GST payable to your Broker or Controlling Participant in respect of brokerage or other fees or charges charged to you).

### 3.10 Withdrawal of Offer

Somers may withdraw the Offer in respect of any unaccepted Offers at any time:

- (a) with ASIC's written consent and subject to the conditions (if any) specified in such consent;
- (b) where a Prescribed Occurrence occurs, if at the time of the Prescribed Occurrence, Somers' voting power in Thorn is at or below 50%; or
- (c) upon occurrence of an Insolvency Event in relation to Thorn (regardless of Somers' voting power in Thorn),

and otherwise in accordance with the Corporations Act.

Notice of withdrawal of the Offer must be given by Somers to ASX.

### 3.11 Variation of Offer

Somers may vary the Offer in accordance with the Corporations Act. If a Thorn Shareholder has sold its Thorn Shares prior to any such variation, that Thorn Shareholder will not receive any benefit from the variation.

### 3.12 How to accept the Offer

**If you hold your Thorn Shares in an Issuer Sponsored Holding**, you may sell your Thorn Shares by instructing any Broker, which may include Bell Potter Securities Limited (where Bell Potter Securities Limited is your existing Broker or you appoint Bell Potter Securities Limited as your Broker), to accept the Offer on your behalf before the end of the Offer Period.

**If you hold your Thorn Shares in a CHESSE Holding**, you may sell your Thorn Shares by instructing your Broker or Controlling Participant to accept the Offer on your behalf before the end of the Offer Period.

**If you are a Controlling Participant**, acceptance of the Offer must be initiated in accordance with rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period.

You are not required to complete a form to accept the Offer.

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### **3.13 Governing Law**

The Offer and any contract that results from a Thorn Shareholder's acceptance of the Offer are governed by the laws of Western Australia.

## 4. Profile of Somers

### 4.1 Overview of Somers

Somers is a listed financial services investment holding company incorporated in Bermuda whose shares are traded on the Bermuda Stock Exchange. Its core investments are primarily in the banking, asset financing, and wealth management sectors, principally in Australia, the United Kingdom and Bermuda. Somers has shareholders' funds of approximately US\$625 million, and it invests in listed and unlisted companies, with both minority and controlling shareholdings.

Somers' two major shareholders are Union Mutual Pension Fund Limited (**UMPF**) and UIL Limited (**UIL**).

UIL is an investment company which has been listed on the London Stock Exchange since 20 June 2007. UIL's investment policy is to identify and invest in opportunities where the underlying value is not reflected in the market price. UIL has the flexibility to invest in shares, bonds, convertibles and other types of securities, including non-investment grade bonds and to invest in unlisted securities and may also use derivative instruments. These investments will be long term in nature and UIL can invest in markets worldwide.

UMPF is a Bermuda private investment holding company.

Somers and UIL are both managed by ICM Limited (**ICM**), a Bermuda based global fund manager and corporate finance adviser which currently manages approximately US\$2.7 billion in funds directly, and is responsible indirectly for a further US\$24.6 billion of assets in subsidiary investments. ICM generally takes a long term approach to its client's investments.

Further information on:

- (a) Somers can be found at: <https://www.somers.limited/>.
- (b) UIL can be found at: <http://www.uil.limited/>
- (c) ICM can be found at: <http://www.icm.limited>

#### **Somers Directors**

A brief summary of each of the Somers Directors is detailed below.

##### **Mr Peter Durhager, Chairman and Director**

Peter was appointed as a director on 5 September 2018. Mr Durhager has founded and been involved in running a number of financial and telecommunications businesses as well as working in the financial services sector with more than 25 years' experience. Mr Durhager is currently a non-executive director of Harrington Re Holdings Limited and Foundation Services Limited, and he was formally the President of Renaissance Services Ltd for 10 years and Chief Administrative Officer of Renaissance Re Holdings Ltd for 11 years.

##### **Mr Alasdair Younie, Director**

Alasdair was appointed as a director on 23 April 2012 after joining the ICM group in 2010. Mr Younie has extensive experience in financial markets and corporate finance, after qualifying as a chartered accountant with PricewaterhouseCoopers and subsequently working for six



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years with Arbuthnot Securities Limited in London in the corporate finance division. Mr Younie is a director of Bermuda Commercial Bank Limited and West Hamilton Holdings Limited.

**Mr Charles Jillings, Director**

Charles was appointed as a director on 12 June 2014. Mr Jillings is qualified as a chartered accountant and has extensive experience in corporate finance and asset management with over 30 years of experience in international financial markets. Mr Jillings joined the ICM Group in 1995. Mr Jillings is a director of Waverton Investment Management Limited.

**Mr David Morgan, Director**

David was appointed as a director on 21 August 2012. Mr Morgan has over 40 years' experience in international banking, and, has been involved in a wide range of business advisory and non-executive roles. Mr Morgan is currently deputy chairman of Bermuda Commercial Bank Limited, a non-executive director of Waverton Investment Management Limited and PCF Group plc.

## **4.2 Publicly available information about Somers**

Somers is listed on the Bermuda Stock Exchange. Shareholders should refer to the Bermuda Stock Exchange (<https://www.bsx.com/>) and Somers' website (<https://www.somers.limited/>) for further information about Somers.

## **5. Profile of Thorn Group**

### **5.1 Disclaimer**

This overview of Thorn and all financial information concerning Thorn contained in this Bidder's Statement has been prepared by Somers using publicly available information.

The information in this Bidder's Statement concerning Thorn has not been independently verified. Somers and the Somers' Directors do not, subject to applicable law, make any representation or warranty, express or implied, as to the accuracy or completeness of this information. The information on Thorn is not considered to be comprehensive. For more details regarding Thorn, you should refer to Thorn's ASX announcements and the Target's Statement, which will be sent to you by Thorn as required by the Corporations Act.

### **5.2 Overview of Thorn**

Thorn is an Australian incorporated company based in New South Wales, which listed on the ASX on 13 December 2006 (ASX: TGA). Thorn is currently focused on the Radio Rentals division to optimise the service and collections for customers, whilst transforming its technology and expanding their products and endeavouring to reduce their overall cost base. Thorn believes these initiatives will achieve tangible results and provide enhanced value for shareholders.

As at the date of this Bidder's Statement, Thorn has 337,494,233 Thorn Shares on issue and a market capitalisation of approximately A\$69.19 million (based on the last traded price of Thorn Shares on ASX of A\$0.205 per Thorn Share on 17 June 2021, being the last Trading Day for Thorn Shares prior to the Announcement Date).

### **5.3 Thorn's Board of Directors**

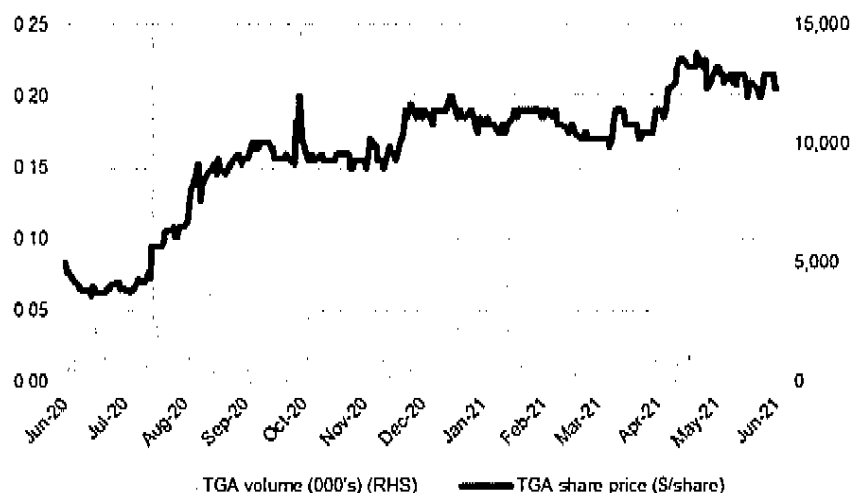
As at 17 June 2021 the Thorn Directors are:

- (a) Mr Warren McLeland - Chairman and Non-Executive Director;
- (b) Mr Allan Sullivan - Non-Executive Director; and
- (c) Mr Paul Oneile - Non-Executive Director.

## 5.4 Information about Thorn securities

Based on the materials lodged with ASX up to 17 June 2021, Thorn's securities comprise of 337,494,233 Thorn Shares.

The diagrams below show the price and daily volume of Thorn Shares on ASX for the year ending 17 June 2021, being the last Trading Day before the Announcement Date.



As at 17 June 2021, being the last Trading Day before the Announcement Date:

- the last recorded trading price of Thorn Shares was A\$0.205 per Thorn Share;
- the 10 day VWAP of Thorn Shares was A\$0.207 per Thorn Share; and
- the lowest recorded trading price of Thorn Shares in the previous three months was A\$0.165 per Thorn Share, most recently on 25 March 2021.

## 5.5 Substantial shareholders

Based on materials lodged with ASX at the date of this Bidder's Statement, the substantial shareholders of Thorn are as follows:

Substantial shareholder	Number of Thorn Shares	Voting Power in Thorn Shares
Somers Limited and associates (ICM Limited, UIL Limited, ICM Investment Management Limited, General Provincial Life Pension Fund, Union Mutual Pension Fund, Somers Isle Private Trust Company and Duncan Saville)	116,411,240	34.49%
Forager Funds Management Pty Ltd	39,667,435	11.75%

## 5.6 Somers' interests in Thorn's securities

As at the date of this Bidder's Statement Somers (and its associates, listed above) have voting power in 116,411,240 Thorn Shares (34.49%).

## 5.7 Somers' dealings in Thorn Shares during previous 4 months

During the period beginning 4 months before the date of this Bidder's Statement, neither the Somers nor any Associate of Somers has provided, or agreed to provide, consideration for a Thorn Share other than as described below.

Date	Number of Thorn Shares	Sale / Purchase	Price per Thorn Share (\$)
16 April 2021	10,000	Sale	\$0.19
27 April 2021	2,000,000	Purchase	\$0.21

## 5.8 No agreements with Thorn Directors

There is no agreement between Somers or its Associates and a Thorn Director or another officer of Thorn in connection with or conditional on the outcome of the Offer other than as disclosed in this Bidder's Statement.

## 5.9 No escalation agreements

Neither Somers nor any of its associates has entered into any escalation agreement that is prohibited by section 622 of the Corporations Act.

## 5.10 Collateral benefits

Neither Somers nor any Associate of Somers has during the period beginning four months before the date of this Bidder's Statement and ending thereon, or during the period between the date of this Bidder's Statement and the date of the Offer, given, offered to give or agreed to give, a benefit to another person that was likely to induce the other person, or an Associate of that person, to:

- (a) accept the Offer; or
- (b) dispose of their Thorn Shares,

which benefit is not offered to all Thorn Shareholders under the Offer.

## 5.11 Publicly available information

Thorn is a company listed on ASX and is subject to the periodic and continuous disclosure requirements of the Corporations Act and the ASX Listing Rules. These obligations require Thorn to announce price sensitive information as soon as it becomes aware of the information, subject to the exceptions for certain confidential information.

For information concerning the financial position and affairs of Thorn, you should refer to the full range of information that has been disclosed by Thorn pursuant to those obligations. Thorn's annual report for the financial year ended 31 March 2020 was given to ASX on 29 May 2020. Thorn Shareholders may view complete copies of the audited consolidated financial statements of Thorn for the years ended 30 June 2020 and 30 June 2019 on ASX's website ([www.asx.com.au](http://www.asx.com.au)).

Since Thorn's half year report released on 27 November 2020, Thorn has made a number of announcements to ASX that may be relevant to its financial position on ASX's website ([www.asx.com.au](http://www.asx.com.au)). A copy of each of these announcements may be obtained from ASX's website ([www.asx.com.au](http://www.asx.com.au)).

In addition, Thorn is required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Thorn may be obtained from, or inspected at, an ASIC office.

## **6. Sources of Consideration**

### **6.1 Form of consideration**

The consideration for the acquisition of your Thorn Shares under the Offer is to be satisfied wholly by payment in cash.

### **6.2 Maximum consideration payable**

The Offer is a cash offer.

The amount of cash that will be payable by Somers if acceptances are received for all Thorn Shares on issue as at the date of this Bidder's Statement is approximately A\$46,427,429. Accordingly, the maximum amount Somers could be required to pay under the Offer is approximately A\$46,427,429 (**Maximum Consideration**).

### **6.3 Somers funding arrangements**

The consideration for the acquisition of Thorn Shares under the Offer will be paid by Somers from internal resources (approximately \$3,000,000 cash as at the date of this Bidder's Statement) and loan facilities provided by UIL and Permanent Investments Limited (**PIL**), a financing company with common beneficial ownership to UMPF, who have irrevocably agreed to provide such funds directly up to the Maximum Cash Consideration, plus an amount for transaction costs (**Total Aggregate Amount**). Somers is not permitted under the terms of those arrangements to apply those funds for any other purpose.

Somers has an investment portfolio of US\$719.9m as at 31 March 2021 of which over 73% of the portfolio is in securities in listed companies. For the six months to 31 March 2021, Somers recorded a net income of US\$203.1m. UIL's investment portfolio at 31 March 2021 was £463.2m with over 70% in securities in listed companies.

For further information on Somers, UIL and PML, please refer to Section 4.

Under the above arrangements funding is unconditional and not subject to any conditions.

### **6.4 Payment of cash consideration**

Having regard to the matters set out above, Somers is of the opinion that it has a reasonable basis for forming, and it holds, the view that it will be able to pay the Maximum Cash Consideration required for the acquisition of Thorn Shares pursuant to the Offer. The Offer is not subject to any financing conditions.

### **6.5 No hedging**

Somers has no equity or debt hedging facilities in place.

## **7. Intentions of Somers**

### **7.1 Introduction**

This Section 7 details Somers' intentions in relation to:

- (a) the continued operation of Thorn;
- (b) any major changes to be made to the operations of Thorn; and
- (c) the future employment of the present employees of Thorn.

These intentions are based on the information concerning Thorn, its business and the general business environment which is known to Somers at the time of preparing this Bidder's Statement.

Final decisions regarding these matters will only be made by Somers based on material information and circumstances at the relevant time. Accordingly, the statements in this Section 7 are statements of Somers' current intentions only, which may change as new information becomes available to Somers or as circumstances change.

The formulation and articulation of Somers' intentions with regard to Thorn are necessarily limited as a result of Somers only having access to publicly available information and certain non-public information about Somers and its affairs prior to making this Offer.

### **7.2 Somers' intentions generally regarding Thorn**

Somers has reviewed information that has been publicly released in relation to Thorn, its current activities and its plans for the future. Somers does not currently have knowledge of all material information, facts and circumstances that are necessary to assess the operational, commercial, taxation and financial implications of its current intentions.

As such, it is Somers' current intention:

- (a) on the basis of the information concerning Thorn which is known to Somers and the existing circumstances affecting the business of Thorn as at the date of this Bidder's Statement; and
- (b) subject to:
  - (i) the Strategic Review (detailed in Section 7.3(a));
  - (ii) any emergency or immediate actions that Somers considers reasonably necessary as new information becomes available or circumstances change or in light of Somers' experience and expertise and its resources; and
  - (iii) Somers' intentions detailed in Section 7.1 or Sections 7.3 and 7.4 (as applicable),

that:

- (a) the business of Thorn will otherwise be continued in substantially the same manner as it is presently being conducted;
- (b) no major changes will be made to the business of Thorn; and
- (c) there will not be any redeployment of the fixed assets of Thorn.

### 7.3 Intentions of Somers if it acquires 90% or more of Thorn Shares

If Somers acquires a Relevant Interest in 90% or more of Thorn Shares under the Offer, and so becomes entitled to proceed to the compulsory acquisition of outstanding Thorn Shares in accordance with Part 6A.1 of the Corporations Act, Somers' intentions are as follows:

(a) **Strategic Review**

Subject to what is disclosed elsewhere in this Section 7, Somers may undertake a detailed review of Thorn's activities, assets and liabilities to evaluate their prospects, strategic relevance, funding requirements and financial performance (**Strategic Review**). This may lead to modification of some of Thorn's existing projects and activities.

(b) **Remove Thorn from the official list of ASX**

Somers will seek to remove Thorn's listing on the official list of ASX.

(c) **Composition of Thorn Board**

As at the date of this Bidder's Statement, Somers has not determined which members of the Thorn Board, if any, would be replaced if Somers acquired 100% of the share capital of Thorn.

(d) **Compulsory acquisition**

If entitled to do so, Somers intends to proceed with the compulsory acquisition of all Thorn Shares not acquired under the Offer in accordance with the provisions of Chapter 6A.1 of the Corporations Act.

(e) **Corporate office and employees**

Subject to the Strategic Review, Somers intends to continue to conduct Thorn's business as currently constituted.

(f) **Balance sheet date and accounting policy**

Somers intends to conduct a review of Thorn's accounting policies in due course to ensure that the Thorn's accounting policies are consistent with Somers' accounting policies.

### 7.4 Intentions of Somers if it acquires less than 90% of Thorn Shares

If Somers were to acquire less than 90% of the Thorn Shares, Somers would not immediately become entitled to compulsorily acquire any outstanding Thorn Shares under Part 6A.1 of the Corporations Act.

(a) **General**

Somers may implement the intentions detailed in Section 7.3 above to the extent that it is economically feasible and subject to the requirements of the Corporations Act and any applicable law. These intentions specifically include those in respect of the Strategic Review and any matters that may arise from such a review.

(b) **ASX Listing**

Somers will, in circumstances where illiquidity and the ASX Listing Rules permit, seek to remove Thorn's listing on the official list of ASX.



Thorn Shareholders should be aware that if Thorn continues to be listed on ASX, the decrease in the number of Thorn Shares available for ASX trading may have a material adverse effect on their liquidity and their market value.

**(c) Active major shareholder**

Subject to the Corporations Act, Somers may become actively involved in determining Thorn's capital management policies and controlling the strategic direction of Thorn's business.

Additionally, if Somers receives acceptances under the Offer that bring its shareholding to more than 75% of Thorn Shares, it will be in a position to cast the votes required for a "special resolution" at a meeting of Thorn Shareholders. This would enable it to pass resolutions, for example, to amend Thorn's constitution.

**(d) Other intentions**

Somers reserves the right to, at some later time, acquire further Thorn Shares in a manner consistent with the Corporations Act and Thorn's constitution.

It is possible that, even if Somers is not entitled to proceed to compulsory acquisition of any outstanding Thorn Shares under Part 6A.1 of the Corporations Act, Somers may subsequently become entitled to exercise rights of general compulsory acquisition under Part 6A.2 of the Corporations Act, for example, as a result of acquisitions of Thorn Shares pursuant to the "3% creep" exception in item 9 of section 611 of the Corporations Act. If so, Somers may exercise those rights of compulsory acquisition. Under this scenario, after completion of the compulsory acquisition of the outstanding Thorn Shares, Somers may implement the intentions in Section 7.3, to the extent that is economically feasible and subject to the requirements of the Corporations Act and any applicable law.

## **7.5 Limitation on intentions**

There may be limitations to Somers' ability to give effect to its intentions as outlined in this Section 7 due to the legal obligations of the Thorn Directors to have regard to the best interests of Thorn and Thorn Shareholders, including the rights of minority shareholders and the requirements of the Corporations Act. Somers may require legal and financial advice before deciding what action to take in connection with the intentions detailed in this Section 7, including in relation to any requirements for Thorn Shareholder approval.

## 8. Taxation considerations

### 8.1 Australian tax implications for Thorn Shareholders

The following is a general description of the Australian income, capital gains tax, GST and stamp duty consequences for Thorn Shareholders on disposing of their Thorn Shares, in return for cash.

The information is based upon taxation law and practice in effect at the date of this Bidder's Statement. It is not intended to be an authoritative or comprehensive analysis of the taxation laws of Australia. The summary does not consider any specific facts or circumstances that may apply to particular shareholders. Further, it does not deal with the taxation consequences of disposing of shares issued under an employee share scheme, which may be subject to specific tax provisions.

You are recommended to seek independent professional advice regarding the Australian tax consequences of disposing of your Thorn Shares according to your own particular circumstances. The Australian tax consequences of disposing of your Thorn Shares will depend on a number of factors including:

- (a) Whether you are an Australian resident or non-resident for tax purposes.
- (b) Whether you hold your Thorn Shares on capital or revenue account or as trading stock.
- (c) When you acquired your Thorn Shares for tax purposes.
- (d) Whether you are an individual, a company or a trustee of a complying superannuation entity.

### 8.2 Shareholders who are Australian residents for tax purposes

#### Disposal of shares held as trading stock

- (a) If you hold your Thorn Shares as trading stock (eg, as a share trader) you will be required to include the value of the consideration from the disposal of your Thorn Shares (i.e., the cash received) in your assessable income.

#### Disposal of shares held on revenue account

- (b) If you hold your Thorn Shares on revenue account (eg, you acquired your Thorn Shares for the main purpose of reselling them at a profit) then you will be required to treat any gain or loss arising on the disposal of your Thorn Shares as either assessable income or an allowable deduction. The calculation of the gain or loss will include the following:
  - (i) the value of the consideration (the cash received); and
  - (ii) the cost of acquiring your Thorn Shares.

#### Disposal of shares held on capital account

- (c) If you hold your Thorn Shares on capital account (broadly, as a passive investment with a view to generating dividend income) the disposal of Thorn Shares will generally have Australian capital gains tax (CGT) consequences. The disposal of such Thorn Shares pursuant to acceptance of the Offer or the compulsory acquisition of your Thorn Shares will constitute a CGT event for CGT purposes. The CGT implications of a disposal of your Thorn Shares will depend upon a number of factors, including:

- (i) The date your Thorn Shares were acquired for CGT purposes.
- (ii) Your taxpayer status.
- (iii) The length of time you have held your Thorn Shares.

You will not be entitled to choose indexation of the cost base when calculating any capital gain on disposal.

If you are an individual, trust or complying superannuation fund that has held your Thorn Shares for 12 months or longer at the time the Offer is accepted, the discount capital gain provisions described below will apply in calculating any capital gain on disposal.

Any capital losses available to you will be applied to reduce the realised nominal gain before the resulting net amount is reduced by one-half or one-third (as applicable) to calculate the discounted capital gain that is assessable.

If your Thorn Shares have been held for less than 12 months or you are another category of shareholder (for example, a company), the discount capital gain method is not available. A capital gain on the shares, being any excess of the value of the capital proceeds over the unindexed cost base of the shares, will be assessable in full.

### 8.3 Shareholders who are not Australian residents for tax purposes

#### Disposal of shares held as trading stock or on revenue account

- (a) If you are not a resident of Australia for tax purposes and your Thorn Shares were acquired as trading stock or otherwise on revenue account you should seek your own professional advice. The Australian tax treatment will depend on the source of any gain and whether a double tax agreement exists between your country of residence and Australia.

#### Disposal of shares held on capital account

- (b) If you are not a resident of Australia for tax purposes and hold your Thorn Shares on capital account you will generally not be subject to CGT on the disposal of your Thorn Shares unless:
  - (i) both of these conditions apply to you:
    - (A) you (and your associates) owned at least 10% of Thorn either at the time you sold your Thorn Shares or for at least 12 months during the 24 months before you sold your Thorn Shares; and
    - (B) 50% or more of the value of Thorn is represented by real property in Australia (which for these purposes includes mining, quarrying or prospecting rights if the minerals, petroleum or quarry materials are located in Australia);
  - (ii) you used your Thorn Shares at any time in carrying on a business through a permanent establishment in Australia; or
  - (iii) you were previously a resident of Australia for tax purposes and chose to disregard a capital gain or loss on the Thorn Shares on ceasing to be a resident.

#### **8.4 Taxation of Financial Arrangements (TOFA)**

The TOFA Act made amendments to the tax legislation that operate to tax gains and losses arising from certain "financial arrangements" on revenue account. The amendments generally apply to financial arrangements entered into on or after 1 July 2010 (unless a taxpayer elects to apply the amendments to tax years from 1 July 2009 or elects to apply the amendments to existing financial arrangements held at the relevant start date).

The TOFA Act generally should not apply to the Thorn Shares unless either a "fair value method" election or a "reliance on financial reports" election has been made under the TOFA Act. Certain types of Thorn Shareholders such as individuals, superannuation funds, managed investment schemes and financial entities may be exempt from the application of the TOFA Act unless they make an election for it to apply to them. Other entities which are considered small may also qualify for an exemption. Thorn Shareholders should obtain their own advice in relation to the applicability of the amendments in light of their own individual facts and circumstances.

#### **8.5 GST**

No Australian GST should be payable on the transfer of Thorn Shares in return for the Offer Price. GST may be payable by you on any brokerage charged by your Broker for carrying out your instructions and, depending on your circumstances, you may not be entitled to any input tax credit (or only a reduced input tax credit) for that GST.

#### **8.6 Stamp Duty**

No marketable securities duty should be payable on the transfer of your Thorn Shares.

## **9. Additional information**

### **9.1 Regulatory and other approvals**

FIRB approval was obtained on 11 June 2021 in respect to the acquisition by Somers and its associates of up to a 100% interest in Thorn in connection with the Offer.

Other than FIRB approval, there are no other regulatory approvals that Somers is required to obtain before acquiring Thorn Shares under the Offer.

### **9.2 Consents**

Each of the parties referred to in this Section 9.2:

- (a) make no representation regarding, and to the maximum extent permitted by law, expressly excludes any liability or responsibility for, any statements in or omissions from any part of this Bidder's Statement other than a reference to its name and a statement included in this Bidder's Statement with the consent of that party as specified in this Section 9.2; and
- (b) have not authorised or caused the issue of this Bidder's Statement or the making of the Offer.

The following parties have given their written consent to be named in this Bidder's Statement in the form and context in which they are named and have not withdrawn such consent prior to the lodgement of this Bidder's Statement with ASIC:

- (a) Thomson Geer has consented to being named in this Bidder's Statement as the legal advisers to Somers in relation to the Offer; and
- (b) Bell Potter Securities Limited has consented to being named in this Bidder's Statement as Somers' Broker to the Offer.

### **9.3 ASIC Modifications and Exemptions**

Somers has not obtained from ASIC any modifications of, or exemptions from, the Corporations Act in relation to the Offer. However, ASIC has published various instruments providing for modifications and exemptions that apply generally to all persons, including Somers, in relation to the operation of Chapters 6 and 6A of the Corporations Act.

Amongst others, Somers has relied on the modification to section 636(3) of the Corporations Act set out in paragraph 5(d) of ASIC Class Order 13/521 'Takeover bids' to include references to certain statements by Thorn and the Thorn Directors in this Bidder's Statement without obtaining the consent of those persons. The relevant statements were taken from certain Thorn ASX announcements as listed in Annexure A to this Bidder's Statement.

As required by ASIC Class Order 13/521, the Bidder will make available a copy of these documents (or relevant extracts from these documents), free of charge, to Thorn Shareholders who request them during the Offer Period. To obtain a copy of these documents (or the relevant extracts), Thorn Shareholders may contact Jeanette Prowse on + 64 901 7600 between 9:00am and 3:00pm (AEST) Monday to Friday.

In addition, as permitted by ASIC Corporations (Consents to Statements) Instrument 2016/72, this Bidder's Statement contains security price trading data sourced from IRESS its consent.

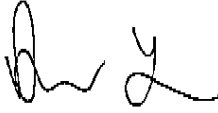
### **9.4 Other Material Information**

There is no other information material to the making of a decision by a holder of Thorn Shares whether or not to accept the Offer being information that is known to Somers and which has

not previously been disclosed to Thorn Shareholders other than as is contained elsewhere in this Bidder's Statement.

## 10. Authorisation of Bidder's Statement

This Bidder's Statement is dated 18 June 2021 and was approved pursuant to a unanimous resolution passed at a meeting of the Somers Directors.



**Signed for and on behalf of Somers Limited**  
**Alasdair Younie**  
**Director**

## 11. Definitions and interpretation

### 11.1 Definitions

In this Bidder's Statement, unless the context otherwise requires:

**AEST** means Australian Eastern Standard Time.

**Announcement Date** means the date of the Broker Announcement, being 18 June 2021.

**ASIC** means the Australian Securities and Investments Commission.

**Associate** has the meaning given to that term in section 9 of the Corporations Act.

**ASX** means ASX Limited ACN 008 624 691 or the Australian Securities Exchange (as the context requires).

**ASX Listing Rules** means the official listing rules of ASX.

**ASX Settlement** means ASX Settlement Pty Limited ABN 49 008 504 532.

**ASX Settlement Operating Rules** means the operating rules of ASX Settlement, which govern the electronic transfer, settlement and registration of securities in Australia through CHES.

**ASX Settlement Participant** means an ASX Settlement Participant under the ASX Settlement Operating Rules.

**Bidder's Statement** has the meaning given to that term in the Section titled 'Important Information'.

**Broker** means a person who is a share broker and a Participant in CHES.

**Broker Announcement** means the announcement in relation to the Offer made by Bell Potter, a copy of which is attached as Annexure A.

**Business Day** means a day on which banks are open for business in Perth, Western Australia other than a Saturday, Sunday or public holiday.

**CGT** has the meaning given to that term in Section 8.2.

**CHES** means the Clearing House Electronic Subregister System, which provides for electronic share transfer in Australia.

**CHES Holding** means a holding of Thorn Shares on the CHES subregister of Thorn.

**Controlling Participant** means the Broker or ASX Settlement Participant who is designated as the controlling participant for shares in a CHES Holding in accordance with the ASX Settlement Operating Rules.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**FIRB** means the Foreign Investment Review Board.

**Foreign Law** means a law of a jurisdiction other than Australia.

**Government Agency** means any government or any governmental, administrative, monetary, fiscal or judicial body, department, commission, authority, tribunal, agency or entity in any part of the world.



**GST** means Goods and Services Tax.

**Insolvency Event** means any of the events detailed in section 652C(2) of the Corporations Act.

**Issuer Sponsored Holding** means a holding of Thorn Shares on Thorn's Issuer Sponsored Subregister.

**Issuer Sponsored Subregister** has the meaning given to that term in the ASX Settlement Operating Rules.

**Maximum Consideration** has the meaning given to that term in Section 6.2.

**Offer** means the offer to acquire Thorn Shares, which will be made on-market by Somers as detailed in this Bidder's Statement (and for the avoidance of doubt includes each offer made to an individual Thorn Shareholder pursuant to such offer).

**Offer Consideration** means A\$0.21 cash for every Thorn Share.

**Offer Period** means the period during which the Offer is open for acceptance, being the period commencing on 5 July 2021 and ending at 4:00pm (AEST) on 6 August 2021, unless extended or withdrawn in accordance with the Corporations Act.

**Participant** has the meaning given to that term in the ASX Settlement Operating Rules.

**Prescribed Occurrence** means any of the events detailed in section 652C(1) of the Corporations Act.

**Related Bodies Corporate** has the meaning given in the Corporations Act.

**Relevant Interest** has the meaning given to that term in section 9 of the Corporations Act.

**Section** means a section of this Bidder's Statement.

**Somers** means Somers Limited (Bermuda Company Number 46441).

**Somers Board** means the board of Somers Directors.

**Somers Director** means a director of Somers' as at the date of this Bidder's Statement.

**Strategic Review** has the meaning given to that term in Section 7.3(a).

**Subsidiary** has the meaning given to that term in section 46 of the Corporations Act but so that:

- (a) a trust may be a subsidiary, for the purposes of which a unit or other beneficial interest will be regarded as a share;
- (b) a corporation or trust may be a subsidiary of a trust if it would have been a subsidiary if that trust were a corporation; and
- (c) a corporation or trust may be a subsidiary of a partnership if a majority of the shares, units or other beneficial interests of that corporation or trust (as relevant) are held by the partners in that partnership.

**Target's Statement** means the target's statement to be prepared by Thorn in relation to the Offer in compliance with Part 6.5 of the Corporations Act.

**Thorn** means Thorn Group Limited ACN 072 507 147.

**Thorn Board** means the board of Thorn Directors.

**Thorn Director** means a director of Thorn as at the date of this Bidder's Statement.

**Thorn Share** means a fully paid ordinary share in the capital of Thorn.

**Thorn Shareholder** means a registered holder of Thorn Shares.

**Trading Day** has the meaning given to that term in the ASX Listing Rules.

**Voting Power** has the meaning given to that term in section 610 of the Corporations Act.

**VWAP** means volume weighted average price of "on-market" trades on ASX (i.e. normal trades, cross trades, stabilisation trades and short sell trades).

## 11.2 Interpretation

The following rules of interpretation apply unless the context otherwise requires:

- (a) a reference to a time is a reference to Australian Eastern Standard Time (AEST) time, unless otherwise stated;
- (b) headings are for convenience only and do not affect interpretation;
- (c) the singular includes the plural and conversely;
- (d) a gender includes all genders;
- (e) where a word or phrase is defined, the other grammatical forms have a corresponding meaning;
- (f) a reference to a person includes a body corporate, an unincorporated body or other entity and conversely;
- (g) a reference to a person includes a reference to the person's executors, administrators, successors, substitutes (including persons taking by novation) and assigns;
- (h) a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it and all regulations and statutory instruments issued under it;
- (i) a reference to any instrument or document includes any variation or replacement of it;
- (j) a term not specifically defined in this Bidder's Statement has the meaning given to it (if any) in the Corporations Act;
- (k) a reference to a right or obligation of any two or more persons confers that right, or imposes that obligation, as the case may be, jointly and individually;
- (l) a reference to "you" is to a person to whom the Offer is made; and
- (m) the words "include", "including", "for example" or "such as" are not used as, nor are they to be interpreted as, words of limitation, and, when introducing an example, do not limit the meaning of the words to which the example relates to that example or examples of a similar kind.

## Annexure A: Broker Announcement

BY FAX 1300 135 638

Company Announcements Office  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000

18 June 2021

### SOMERS LIMITED – ON MARKET TAKEOVER BID FOR THORN GROUP LIMITED (ASX:TGA)

Bell Potter Securities Limited (**Bell Potter**) announces that it will, on behalf of Somers Limited (Bermuda Company Number 46441) (**Bidder**) pursuant to section 635 of the *Corporations Act 2001* (Cth) (**Corporations Act**) offer to acquire on market at a price of \$0.21 per share (**Offer Price**), all of the fully paid ordinary shares (**Target Shares**) in Thorn Group Limited (ACN 072 507 147) (ASX:TGA) (**Target**) which are listed for quotation on the official list of the Australian Securities Exchange (**ASX**) that exist or will exist at any time during the Offer Period (as defined below) and that are not already owned by the Bidder or its associates (**Offer**).

From the date and time of this announcement and ending at the close of trading on the ASX on 6 August 2021 (unless the Offer is withdrawn or extended in accordance with the Corporations Act) Bell Potter (on behalf of the Bidder) will accept at the Offer Price every Target Share offered to Bell Potter on market, up to a maximum of 221,082,993 Target Shares (being all of the Target Shares not already owned by the Bidder or its associates) plus any additional Target Shares which are issued and quoted on the ASX during the Offer Period.

#### Terms of the Offer

As the Offer is an on market bid, it is unconditional and payment of the consideration will be by way of cash.

The key features of the Offer are:

- it is an on market, unconditional offer of \$0.21 per Target Share;
- Bell Potter will accept, on behalf of the Bidder, all Target Shares offered to it on market from today at the Offer Price until the conclusion of the Offer Period; and
- the Offer Period may be extended and the Offer Price may be increased or the Offer withdrawn in accordance with the Corporations Act.

#### Acquisition from Announcement

The Bidder has appointed Bell Potter to purchase all Target Shares that exist or will exist from today until the conclusion of the Offer Period on its behalf on market during the official trading days (**Trading Days**) of the ASX. Bell Potter has been instructed to purchase, at the Offer Price, every Target Share offered for sale during the Trading Days in the period from the date of this announcement until the end of the Offer Period subject to the Corporations Act.

### **Settlement and Brokerage**

Payment for Target Shares sold to the Bidder under the Offer will be made on a T+2 settlement basis in accordance with the usual ASX Settlement Operating Rules for ASX trading.

The Offer will only be capable of acceptance by shareholders selling through brokers which are participating organisations of ASX. All Target Shares to be purchased by the Bidder under the Offer will be purchased on market only during Trading Days.

Any brokerage charged by brokers acting for shareholders wishing to sell their Target Shares will be the sole responsibility of those shareholders.

### **Offer Period**

Bell Potter will stand in the market on behalf of the Bidder and accept Target Shares offered to it at the Offer Price from the date of this announcement. However, the Offer will be made during the period commencing on 5 July 2021 (being the first trading day after the end of 14 days after the date of this announcement) and ending on 6 August 2021 (Offer Period) unless extended by the Bidder pursuant to the Corporations Act.

The Bidder reserves the right to withdraw unaccepted Offers in the circumstances permitted by, and in accordance with, Part 6.7 of the Corporations Act, at any time before the end of the Offer Period.

### **Bidder's Statement**

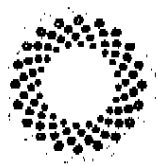
In accordance with section 635 of the Corporations Act, a Bidder's Statement will be served on the Target and lodged with each of the ASX and Australian Securities and Investments Commission today. A copy of the Bidder's Statement will also be sent to shareholders before commencement of the Offer Period.

### **Target Shares**

The Target Shares which are the subject of the Offer are all fully paid ordinary shares in the capital of Thorn Group Limited which are on issue at the date of the Bidder's Statement and such other shares which are issued before the end of the Offer Period. Immediately before making this announcement;

- in so far as the Bidder is aware, there are 337,494,233 Target Shares on issue, all of which are quoted on ASX;
- the Bidder has a relevant interest in 116,411,240 Target Shares, which represents 34.49% of Target Shares; and
- the Bidder, together with its associates, has voting power in 34.49% of Target Shares.

**ENDS**



**SOMERS LIMITED**