

## ASX Announcement

---

### OFF-MARKET TAKEOVER BID FOR PELORUS PRIVATE EQUITY LIMITED BY BLACKWALL LIMITED

---

BlackWall Limited ACN 146 935 131 (ASX:BWF) (**BWF**) refers to its announcement to market on 27 September 2023 regarding an off-market takeover bid (**Takeover Offer**) to acquire all of the issued shares in Pelorus Private Equity Limited ACN 091 209 639 (**Pelorus**).

Attached for release to market is a copy of the notice served on Pelorus and lodged with the Australian Securities and Investments Commission earlier today for the purposes of subsection 650F of the *Corporations Act 2001* (Cth), declaring that the Takeover Offer is free from certain defeating conditions.

---

**For further information please contact:**

*Jessie Glew (Joint Managing Director & COO) on 0438 691 538 or [jglew@blackwall.com.au](mailto:jglew@blackwall.com.au)*

*Timothy Brown (Joint Managing Director & CFO) on 0416 925 376 or [tbrown@blackwall.com.au](mailto:tbrown@blackwall.com.au)*

*Authorised for lodgement by  
Agata Ryan, Company Secretary*



**BY HAND DELIVERY**

10 November 2023

Pelorus Private Equity Limited  
**Attn: Paul Tresidder**  
Level 1  
50 Yeo Street  
Neutral Bay NSW 2089

Dear Paul

**Takeover bid by BlackWall Limited ACN 146 935 131 for Pelorus Private Equity Limited – notice declaring offer unconditional**

BlackWall Limited ACN 146 935 131 (ASX:BWF) (**BWF**) refers to its announcement to market on 24 August 2023 regarding an off-market takeover bid to acquire all of the issued shares in Pelorus Private Equity Limited ACN 091 209 639 (**Takeover Offer**).

Pursuant to subsection 650F(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), we give the attached notice declaring that the Takeover Offer has been freed from certain defeating conditions.

The Takeover Offer is currently scheduled to close at 7.00pm (Sydney time) on 17 November 2023.

If you have any queries, please contact Agata Ryan of our office on (02) 9033 8611.

Yours faithfully

A handwritten signature in black ink, appearing to read "Robin Tedder".

**Robin John Tedder**  
**Director**  
**BlackWall Limited**

**BLACKWALL LIMITED**  
**ACN 146 935 131**

**COMPANY NOTICE – SUBSECTION 650F OF THE *CORPORATIONS ACT 2001* (CTH)**

**NOTICE DECLARING TAKEOVER OFFER FREE OF CERTAIN DEFEATING CONDITIONS**

---

**To:** Pelorus Private Equity Limited ACN 091 209 639

For the purposes of section 650F of the *Corporations Act 2001* (Cth) (**Corporations Act**), BlackWall Limited ACN 146 935 131 (ASX: BWF) gives notice by way of service pursuant to subsection 650F(1) of the Corporations Act declaring that:

1. BWF's off-market takeover bid for all of the issued ordinary shares in Pelorus Private Equity Limited ACN 091 209 639 (**Pelorus**) (**Takeover Offer**) contained in BWF's bidder's statement dated 18 September 2023 (**Bidder's Statement**) is free from the defeating condition set out in section (f) (No restraints) in Appendix 2 of the Bidder's Statement (so that the Takeover Offer has become free of that condition); and
2. as at the date of this notice, BWF's voting power in Pelorus is 88.01%.

The Takeover Offer remains subject to the conditions set out in sections (a) (No Prescribed Occurrences) and (e) (Official quotation) in Appendix 2 of the Bidder's Statement.

**Date:** 10 November 2023

Signed for and on behalf of **BlackWall Limited ACN 146 935 131** by:



---

Agata Ryan  
Company Secretary