

10 November 2023

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 630(3) of the *Corporations Act 2001* (Cth), regarding the status of the defeating conditions to the Takeover Offer.

For further information please contact:

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

Timothy Brown (Joint Managing Director & CFO) on 0416 925 376 or 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 of status of defeating conditions

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**).

As required by subsection 630(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**), we give the attached notice by way of service pursuant to subsection 630(5)(a) of the Corporations Act, of the status of the defeating conditions to the Takeover Offer.

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

Robin John Tedder
Director
BlackWall Limited

BLACKWALL LIMITED
ACN 146 935 131

COMPANY NOTICE – SUBSECTION 630(3) OF THE *CORPORATIONS ACT 2001* (CTH)

NOTICE OF STATUS OF DEFEATING CONDITIONS

To: Pelorus Private Equity Limited ACN 091 209 639

BlackWall Limited ACN 146 935 131 (ASX: BWF) has made an offer under an off-market takeover bid for all of the issued ordinary shares in Pelorus Private Equity Limited ACN 091 209 639 (**Takeover Offer**). The Takeover Offer is contained in BWF's bidder's statement dated 18 September 2023 (**Bidder's Statement**).

For the purposes of subsection 630(3) of the *Corporations Act 2001* (Cth), BWF gives notice that:

1. as announced on 9 November 2023, the defeating conditions to the Takeover Offer in sections (c) (BlackWall Shareholder Approval) and (d) (WOT Member approval) in Appendix 2 of the Bidder's Statement, have been fulfilled;
2. as announced on 10 November 2023, the defeating condition to the Takeover Offer in section (a) (Minimum acceptance) in Appendix 2 of the Bidder's Statement, has been fulfilled;
3. as announced on 10 November 2023, the Takeover Offer has been freed of the defeating condition contained in section (f) (No restraints) in Appendix 2 of the Bidder's Statement;
4. as at the date of this notice, in light of the matters referred to in paragraphs 1, 2 and 3 above, 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; and
5. as at the date of this notice, BWF's voting power in Pelorus Private Equity Limited ACN 091 209 639 is 88.01%.

Date: 10 November 2023

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



Agata Ryan
Company Secretary