



HERBERT  
SMITH  
FREEHILLS

The Manager  
Market Announcements Office  
ASX Limited

5 July 2018

Dear Sir / Madam

**Takeover bid by ERAMET SA for Mineral Deposits Limited  
Sixth Supplementary Bidder's Statement  
Notice that defeating conditions to takeover bid freed  
Notice of status of defeating conditions**

We act for ERAMET SA (**ERAMET**).

We attach, by way of service pursuant to section 647(3)(b) of the *Corporations Act 2001* (Cth) (**Corporations Act**), ERAMET's sixth supplementary bidder's statement dated 5 July 2018, which includes:

- by way of service pursuant to section 650F(3)(a) of the Corporations Act, a notice declaring that the offers have been freed from all defeating conditions; and
- by way of service pursuant to section 630(5)(b) of the Corporations Act, the notice of the status of the defeating conditions to the offers required by section 630(3) of the Corporations Act.

Accordingly, the takeover offers have now become wholly unconditional.

A copy of the sixth supplementary bidder's statement has today been lodged with ASIC and sent to MDL.

Yours sincerely

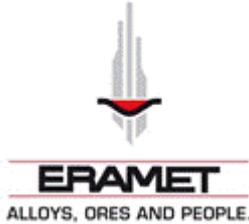
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This document is a supplementary bidder's statement under section 643 of the *Corporations Act 2001* (Cth). It is the sixth supplementary bidder's statement (**Sixth Supplementary Bidder's Statement**) issued by ERAMET SA (French company No. 632 045 381) (**ERAMET**) in relation to its off market takeover bid for all the fully-paid ordinary shares in Mineral Deposits Limited ABN 19 064 377 420 (**MDL**). This Sixth Supplementary Bidder's Statement supplements, and should be read together with, ERAMET's replacement bidder's statement dated 14 May 2018 (**Replacement Bidder's Statement**), first supplementary bidder's statement dated 14 May 2018, second supplementary bidder's statement dated 16 May 2018, third supplementary bidder's statement dated 30 May 2018, fourth supplementary bidder's statement dated 13 June 2018 and fifth supplementary bidder's statement dated 29 June 2018.

A copy of this Sixth Supplementary Bidder's Statement has been lodged with ASIC. Neither ASIC nor any of its officers take any responsibility for its contents.

Unless the context otherwise requires, terms defined in the Replacement Bidder's Statement have the same meaning as in this Sixth Supplementary Bidder's Statement.

## ERAMET's Offer for MDL declared unconditional

- **Offer is now unconditional**
- **ERAMET has a relevant interest in 14.23% of MDL shares and 24.49% in acceptance instructions in the IAF<sup>1</sup>, the aggregate being 38.72% of MDL shares**
- **Offer Price of A\$1.75 per share is last and final<sup>2</sup>**
- **Cash consideration is paid to accepting shareholders within 7 business days**
- **No other transaction proposal has emerged**
- **Offer is due to close at 7:00pm (Sydney time) on 13 July 2018 (unless extended or withdrawn)**

### Offer declared unconditional

ERAMET has today declared its Offer for MDL unconditional.

As a result, MDL shareholders who accept the Offer will now be paid A\$1.75 in cash consideration within 7 business days.

If you intend to accept the Offer, there is no reason to delay.

### Offer Price is last and final<sup>2</sup>

The Offer Price of A\$1.75 per share provides MDL shareholders with cash certainty at a substantial premium of 59% to the one-month volume weighted average price of MDL shares prior to the announcement of the Offer<sup>3</sup>.

ERAMET has previously declared the Offer Price of A\$1.75 as final, and it will therefore not be increased, in the absence of any alternative or competing proposal in relation to MDL or TiZir, prior to the end of the Offer Period.

<sup>1</sup> IAF means institutional acceptance facility.

<sup>2</sup> The Offer Price will not be increased in the absence of any alternative or competing proposal in relation to MDL or TiZir, prior to the end of the Offer Period.

<sup>3</sup> Up to and including 26 April 2018, being the last trading day prior to the announcement of the Offer.

## **Institutional Acceptance Facility**

ERAMET has given written notice to the facility agent under the institutional acceptance facility that the offers have been declared unconditional. Accordingly, the facility agent will now take the steps set out in the terms of the facility to cause the offers to be accepted in respect of the facility acceptance instructions as soon as possible.

As at 9:50am (Sydney time) 5 July 2018, ERAMET had a relevant interest in 14.23% of MDL shares and had received acceptance instructions in the institutional acceptance facility in respect of 24.49% of MDL shares.

## **Formal notices**

Attached to this Sixth Supplementary Bidder's Statement are:

- the notice which frees the Offers from all outstanding defeating conditions; and
- the notice of status of defeating conditions.

## **Accept the Offer without delay**

No other transaction proposal has emerged in the 10 weeks since the announcement of the Offer.

The Offer is now unconditional and the cash consideration will now be paid to accepting shareholders within 7 business days of acceptance.

Therefore, there is no reason to delay. MDL shareholders intending to accept the Offer are encouraged to do so immediately.

Instructions on how to accept the Offer are contained within ERAMET's Replacement Bidder's Statement which was sent to shareholders and is available online via the ASX.

If MDL shareholders have any questions or require a new acceptance form, they should contact the Offer Information Line on 1800 218 694 (within Australia) or +61 1800 218 694 (outside Australia).

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Signed for and on behalf of ERAMET following a resolution of the directors of ERAMET.



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**Christel Bories**  
**Chairman and CEO**

**5 July 2018**

**ERAMET SA (French company No. 632 045 381)**

**Notice that defeating conditions to takeover bid freed**

To: **Mineral Deposits Limited ABN 19 064 377 420 (MDL)**  
**ASX Limited**

For the purposes of section 650F of the *Corporations Act 2001* (Cth), ERAMET SA gives notice declaring that:

- 1 its takeover offers under its off-market takeover bid for all the fully-paid ordinary shares in MDL contained in its replacement bidder's statement dated 14 May 2018 (**Bidder's Statement**) are free from the following defeating conditions in section 9.7 of the Bidder's Statement:
  - section 9.7(a) (Minimum Acceptance);
  - section 9.7(b) (No Regulatory Action);
  - section 9.7(c) (No Material Adverse Change);
  - section 9.7(d) (Acquisitions, Disposals and Other Matters); and
  - section 9.7(e) (No Prescribed Occurrences).
- 2 its voting power in MDL is 14.23% (this excludes any votes attached to MDL shares in respect of which acceptance instructions have been received in the acceptance facility).

Accordingly, the takeover offers have now become wholly unconditional.

date 5 July 2018 \_\_\_\_\_

Signed for and on behalf of  
**ERAMET SA**  
by

sign here ►



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Christel Bories  
**Chairman, CEO & Director**

**ERAMET SA (French company No. 632 045 381)**

**Notice of status of defeating conditions**

**To: ASX Limited**

**Mineral Deposits Limited ABN 19 064 377 420 (MDL)**

ERAMET SA (**ERAMET**) has made offers under an off-market takeover bid for all the fully-paid ordinary shares in MDL (**Offers**). The Offers are contained in a replacement bidder's statement dated 14 May 2018 (**Bidder's Statement**).

For the purposes of section 630(3) of the *Corporations Act 2001* (Cth), ERAMET gives notice that, as at the date of this notice:

- 1 the Offers have been freed of the defeating conditions contained in section 9.7 of the Bidder's Statement;
- 2 in light of the matter referred to in paragraph 1, the Offers are wholly unconditional; and
- 3 its voting power in MDL is 14.23% (this excludes any votes attached to MDL shares in respect of which acceptance instructions have been received in the acceptance facility).

date 5 July 2018 \_\_\_\_\_

Signed for and on behalf of  
**ERAMET SA**  
by

sign here ►



\_\_\_\_\_  
Christel Bories  
**Chairman, CEO & Director**