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26 November 2020

Section 708AA(2)(f) Notice

This notice is given by Bega Cheese Limited ACN 008 358 503 (ASX: BGA) (**Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 (**ASIC Instruments**).

The Company has today announced a fully underwritten pro rata accelerated non-renounceable entitlement offer to eligible institutional and retail shareholders (**Eligible Shareholders**) of 1 new fully paid ordinary share in the Company (**New Shares**) for every 4.5 fully paid ordinary shares in the Company held as at 7:00pm (Sydney time) on Monday, 30 November 2020 (**Entitlement Offer**). The Company has also announced that it will undertake a fully underwritten institutional placement (**Placement**).

A Retail Offer Booklet for the Entitlement Offer is expected to be despatched to eligible retail shareholders (**Eligible Retail Shareholders**) on Wednesday, 2 December 2020.

The Company confirms the following:

1. The New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Corporations Act.
2. This notice is being given under section 708AA(2)(f) of the Corporations Act (as modified by the ASIC Instruments).
3. As at the date of this notice, the Company has complied with:
    a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
    b) section 674 of the Corporations Act.
4. As at the date of this notice, there is no “excluded information” of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act that is required to be set out in this notice under section 708AA(7) of the Corporations Act.

The potential effect that the issue of the New Shares will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand and the extent to which Eligible Shareholders take up their entitlement to New Shares under the Entitlement Offer.

The potential effect on control is summarised below:

a) If all Eligible Shareholders take up their entitlements under the Entitlement Offer, then the Entitlement Offer will have no significant effect on the control of the Company;

b) If some Eligible Shareholders do not take up their entitlements under the Entitlement Offer, then the interests of those Eligible Shareholders in the Company will be diluted. For example, if only 50% of Eligible Shareholders take up their entitlements[1] under the Entitlement Offer, then other investors[2] will receive approximately 24 million New Shares (being approximately 7.9% of the shares on issue in the Company following the Entitlement Offer and the Placement) and the interests of those Eligible Shareholders who do not take up their entitlements under the Entitlement Offer will be diluted.

c) The proportional interests of shareholders of the Company who are not Eligible Shareholders will be diluted because such shareholders are not entitled to participate in the Entitlement Offer.

d) Eligible Shareholders that apply for additional New Shares under the retail oversubscription facility may increase their interests beyond their entitlement.

B. G. Kelly

Brett Kelly
Company Secretary

[1] Not including any additional New Shares under the retail oversubscription facility.
[2] Assuming no Eligible Shareholders participate in the retail oversubscription facility.