



NRW Holdings Limited
ABN: 118 300 217

181 Great Eastern Highway Belmont Western Australia 6104
PO Box 592 Welshpool DC Western Australia 6986

Telephone: +61 8 9232 4200
Facsimile: +61 8 9232 04234
www.nrw.com.au

ASX Market Release

4 February 2021

The Manager
Market Announcements Office
ASX Limited

Takeover bid for Primero Group Limited - Notice of status of conditions

We refer to the off-market takeover offer made by NRW Holdings Limited ACN 118 300 217 (ASX: NWH) (**NRW**) under Chapter 6 of the Corporations Act 2001 (Cth) (**Corporations Act**) for all the fully paid ordinary shares in Primero Group Limited ACN 149 964 045 (**Primero**) (**Offer**).

We enclose by way of service pursuant to section 630(5)(b) of the Corporations Act, a notice of the status of defeating conditions to the Offer, as required under section 630(3) of the Corporations Act, dated 4 February 2021. A copy of this notice has also been provided to Primero today.

The Offer is currently scheduled to close at 7.00 pm (Sydney time) on Friday, 12 February 2021 (unless extended).

Yours faithfully

A handwritten signature in blue ink, appearing to read 'Kim Hyman', is written over a horizontal line.

As an authorised representative for and on behalf of **NRW Holdings Limited**

Kim Hyman
Company Secretary
NRW Holdings Limited



NRW Holdings Limited
ABN: 118 300 217

181 Great Eastern Highway Belmont Western Australia 6104
PO Box 592 Welshpool DC Western Australia 6986

Telephone: +61 8 9232 4200
Facsimile: +61 8 923204234
www.nrw.com.au

Section 630(3) of the Corporations Act 2001 (Cth)

Notice of status of conditions

To: Primero Group Limited ACN 149 964 045 (**Primero**)

ASX Limited

In relation to the conditional off-market takeover offer by NRW Holdings Limited ACN 118 300 217 (ASX: NWH) (**NRW**) under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) for all the shares in Primero under the Bidder's Statement dated 2 December 2020, as supplemented by the first supplementary bidder's statement dated 22 January 2021 (**Bidder's Statement**) (**Offer**), NRW gives notice under section 630(3) of the Corporation Act that:

- (a) by notice dated 3 February 2021, NRW has declared the Offer, and any takeover contract arising from acceptance of the Offer, free from all the remaining conditions set out in section 10.11 of the Bidder's Statement. Accordingly, the Offer is now unconditional;
- (b) so far as NRW knows, as at the date of this notice:
 - (i) the condition in section 10.11(k) (Option cancellation) of the Bidder's Statement has been fulfilled; and
 - (ii) none of the other remaining conditions set out in section 10.11 of the Bidder's Statement were fulfilled,although none of these conditions continue to apply to the Offer; and
- (c) as at the date of this notice, NRW's voting power in Primero is 74.77%.

Date: 4 February 2021

Signed as an authorised representative for and on behalf of **NRW Holdings Limited** by:



Kim Hyman

Company Secretary – NRW Holdings Limited