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26 July 2024

ASX Market Announcements Office
ASX Limited
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20 Bridge Street
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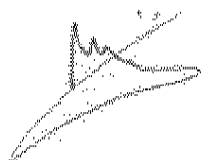
Dear Sir/Madam

Takeover Bid by Australian Meat Industry Superannuation Pty Ltd for Dynamic Group Holdings Limited – ASX Announcement

We act for Australian Meat Industry Superannuation Pty Ltd ACN 002 981 919 as trustee for the Australian Meat Industry Superannuation Trust ABN 28 342 064 803 trading as Australian Food Super (AFS).

Pursuant to item 2 of subsection 635(1) of the *Corporations Act 2001* (Cth), we enclose for release the announcement by FinClear Execution Limited ACN 061 751 102 to market dated 26 July 2024 regarding an on-market takeover bid by AFS to acquire all of the issued shares in Dynamic Group Holdings Limited ACN 640 888 213 which AFS does not already own.

Yours faithfully



Michael Kenny
Partner

Enc



For immediate release to market

26 July 2024

ASX Market Announcements Office
ASX Limited
Exchange Centre, 20 Bridge Street
SYDNEY NSW 2000

ON MARKET TAKEOVER BID FOR ORDINARY SHARES OF DYNAMIC GROUP HOLDINGS LIMITED

In accordance with section 5.12.1 of the *ASIC Market Integrity Rules (Securities Markets) 2017*, FinClear Execution Limited ACN 061 751 102 (AFSL Licence No. 246842) (the **Bidder's Broker**) announces that it will, on behalf of Australian Meat Industry Superannuation Pty Ltd as trustee for the Australian Meat Industry Superannuation Trust trading as Australian Food Super (the **Bidder**), pursuant to section 635 of the *Corporations Act 2001* (Cth) (**Corporations Act**), offer to acquire on market at a price of A\$0.28 cash per share (**Offer Price**), all of the fully paid ordinary shares (**Shares**) in the capital of Dynamic Group Holdings Limited ACN 640 888 213 (**DDB**) which are listed for quotation on the official list of the Australian Securities Exchange (**ASX**) that exist or will exist during the Offer Period (as defined below) (**Offer**) which the Bidder (or its associates) does not already own or control.

From the date and time of this announcement and ending at the close of trading on the ASX on 9 September 2024 (unless the Offer is withdrawn or extended in accordance with the Corporations Act), the Bidder's Broker (on behalf of the Bidder) will accept at the Offer Price every Share offered to the Bidder's Broker on market up to a maximum of 111,406,899 Shares (being all the DDB Shares on issue at the date of this announcement, excluding those held by the Bidder and its associates) together with any additional Shares which are issued during the Offer Period.

Terms of the Offer

Given that the offer is an on market bid, it is unconditional and the consideration will be paid by way of cash.

The key features of the Offer are:

- it is an on market unconditional offer of A\$0.28 cash per Share;
- the Bidder's Broker will purchase Shares offered to it on market from today at the Offer Price until the conclusion of the Offer Period; and

FinClear Execution Ltd

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finclear.com.au | ABN 56 061 751 102 | AFSL 481 017

- the Offer Period may be extended and the Offer Price may be increased or the Offer withdrawn in accordance with the Corporations Act.

Acquisition from Announcement

The Bidder has appointed the Bidder's Broker to purchase all Shares that exist or will exist from today until the conclusion of the Offer Period which are not already owned or controlled by the Bidder or its associates, on its behalf, on market during the official trading days (**Trading Days**) of ASX. The Bidder's Broker has been instructed to purchase, at the Offer Price, every Share offered for sale during the Trading Days in the period from the date of this announcement until the end of the Offer Period.

Settlement and brokerage

Payment for Shares sold to the Bidder under the Offer will be made on a T+2 settlement basis in accordance with the usual ASX Settlement Operating Rules for ASX trading.

As the Offer will only be capable of acceptance by holders of Shares (**Shareholders**) selling through brokers which are participating organisations of ASX, all Shares to be purchased by the Bidder will be purchased on market only during Trading Days.

Any brokerage charged by brokers acting for Shareholders wishing to sell their Shares will be the sole responsibility of those Shareholders.

Offer Period

The Bidder's Broker will stand in the market on behalf of the Bidder and accept Shares offered to it at the Offer Price from the date of this announcement and before the commencement of the Offer Period. However, the Offer will officially be made during the period commencing 10:00am (Melbourne time) on 9 August 2024 and ending on 4:00pm (Melbourne time) on 9 September 2024 unless extended by the Bidder pursuant to the Corporations Act (**Offer Period**).

The Bidder reserves the right to withdraw unaccepted Offers in the circumstances permitted by, and in accordance with, Part 6.7 of the Corporations Act, at any time before the end of the Offer Period.

Bidder's Statement

In accordance with section 635 of the Corporations Act, a Bidder's Statement will today be served on DDB and lodged with each of the ASX and Australian Securities and Investments Commission. A copy of the Bidder's Statement will also be sent to Shareholders prior to commencement of the Offer Period.

The Shares

The Shares which are subject of the Offer are all fully paid ordinary shares in the capital of DDB which the Bidder and its associates do not already have a relevant interest in at the date of the Bidder's Statement or such other shares which are issued during the Offer Period.

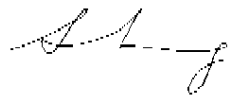
Immediately before the making of this announcement:

- in so far as the Bidder is aware, there are 139,039,899 Shares on issue, all of which are quoted on ASX;
- the Bidder has a relevant interest in 27,633,000 Shares on issue, which represents 19.87% of all Shares on issue; and
- the Bidder has voting power in 19.87% of all Shares on issue.

Signed on behalf of **FinClear Execution Limited**



Tony Lynch
Director



Jessica Leong
Company Secretary