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7 August 2024

Market Announcements Office  
Australian Securities Exchange (ASX)  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam

**On-market takeover bid by 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)– Replacement Bidder's Statement**

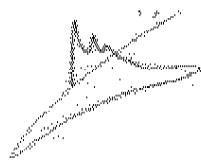
We act for Australian Meat Industry Superannuation Pty Ltd ACN 002 981 919 as trustee for the Australian Meat Industry Superannuation Trust ABN 28 342 064 803 trading as Australian Food Super (AFS) in relation to its on-market takeover offer (**Offer**) for all of the shares in Dynamic Group Holdings Limited ACN 640 888 213 (**DDB**) that are not owned by AFS.

We enclose, by way of service pursuant to sections 635A(2)(c) and 647(3)(a)(ii) of the *Corporations Act 2001* (Cth) (**Corporations Act**) (as inserted by *ASIC Corporations (Replacement Bidder's and Target's Statements) Instrument 2023/688*), a copy of AFS' first supplementary bidder's statement dated 7 August 2024 (**First Supplementary Bidder's Statement**). The First Supplementary Bidder's Statement attaches a copy of AFS' original bidder's statement dated 26 July 2024 (**Original Bidder's Statement**) showing the changes in mark up that have been made to the Original Bidder's Statement, which are reflected in AFS' replacement bidder's statement in respect of the Offer (**Replacement Bidder's Statement**).

A clean version of the Replacement Bidder's Statement will be lodged with ASX pursuant to section 635A(2)(c) of the *Corporations Act* (as inserted by *ASIC Corporations (Replacement Bidder's and Target's Statements) Instrument 2023/688*) in a separate announcement on the date of this notice.

A copy of the First Supplementary Bidder's Statement and the Replacement Bidder's Statement have today been lodged with the Australian Securities and Investments Commission and served on DDB.

Yours faithfully



**Michael Kenny**  
Partner

## FIRST SUPPLEMENTARY BIDDER'S STATEMENT

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

### 1. Introduction

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This document is the first supplementary bidder's statement issued by 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) (First Supplementary Bidder's Statement)** to the bidder's statement dated 26 July 2024 which was issued by AFS in relation to its on-market takeover offer (**Offer**) for all of the shares in Dynamic Group Holdings Limited ACN 640 888 213 (**DDB**) that are not owned by AFS (**Original Bidder's Statement**). This First Supplementary Bidder's Statement supplements, and should be read together with, the Original Bidder's Statement.

### 2. Replacement Bidder's Statement

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A replacement bidder's statement issued by AFS and dated 7 August 2024 replaces the Original Bidder's Statement (**Replacement Bidder's Statement**).

Attached to this First Supplementary Bidder's Statement is a marked up copy of the Original Bidder's Statement showing the changes that have been made to that Original Bidder's Statement, which are reflected in the (clean) Replacement Bidder's Statement.

A clean copy of the Replacement Bidder's Statement is or will be available online at <https://www.asx.com.au/>.

### 3. Timetable and process

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AFS will commence sending the Replacement Bidder's Statement to offerees on 8 August 2024.

The Offer opens on 9 August 2024 and is scheduled to close at 4.00 pm (Melbourne time) on 9 September 2024.

If you have any questions or require any further information in relation to the Offer, please contact Daniel Musson on 1800 517 210 between 9:00 am to 5:00 pm (AEST) on Business Days, or contact your legal, financial or other professional adviser..

### 4. Other notices

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Unless the context otherwise requires, terms defined in the Original Bidder's Statement have the same meaning in this First Supplementary Bidder's Statement.

A copy of this First Supplementary Bidder's Statement was lodged with the Australian Securities and Investment Commission (**ASIC**) on 7 August 2024. Neither ASIC nor any of its officers takes any responsibility for its contents.

This First Supplementary Bidder's Statement has been approved by a resolution passed by the directors of AFS.

Date: 7 August 2024

**Signed on behalf of Australian Meat Industry Superannuation Pty Ltd as trustee for the Australian Meat Industry Superannuation Trust**

A handwritten signature in black ink, appearing to read 'G. Camm', is written over a horizontal line.

**Gregory Camm**  
Director

Australian Meat Industry Superannuation Pty Ltd as trustee for the  
Australian Meat Industry Superannuation Trust

# ACCEPT

## UNCONDITIONAL MARKET OFFER

by

**Australian Meat Industry Superannuation Pty Ltd**

ACN 002 981 919

as trustee for

**Australian Meat Industry Superannuation Trust**

ABN 28 342 064 803

to acquire all of your shares in

**Dynamic Group Holdings Limited**

ACN 640 888 213

**For each share you will receive A\$0.28 in cash.**

FinClear Execution Limited ACN 061 751 102 (AFSL Licence No. 246842) has been appointed by AFS as its broker to stand in the market and purchase shares in Dynamic Group Holdings Limited offered to it at the Offer Price from **9 August 2024**.

The Offer Period officially closes at 4.00 pm (Melbourne time) on **9 September 2024** unless extended.

**This is an important document and requires your immediate attention.** If you are in doubt as to how to deal with this document, you should consult your financial or other professional advisers as soon as possible.

Broker

**FinClear**

Legal Adviser

**gadens**

## Contents

1.	Why you should ACCEPT the Offer	<del>4</del> <u>7</u>
2.	How to accept the Offer	<del>6</del> <u>9</u>
3.	Summary of the Offer	<del>7</del> <u>10</u>
4.	Overview of AFS	<del>10</del> <u>13</u>
5.	Overview of Dynamic Group Holdings Limited	<del>10</del> <u>13</u>
6.	Bidder's intentions	<del>15</del> <u>20</u>
7.	Funding of cash consideration	<del>19</del> <u>26</u>
8.	Taxation information	<del>19</del> <u>27</u>
9.	Other material information	<del>22</del> <u>29</u>
10.	The Offer	<del>24</del> <u>31</u>
11.	Definitions and Interpretation	<del>27</del> <u>34</u>
12.	Approval of Bidder's Statement	<del>30</del> <u>37</u>

## Important information

### Important dates

Event	Time and Date
Announcement of Offer	26 July 2024
<u>Date of the original Bidder's Statement lodged with ASIC, ASX and DDB</u>	
Earliest date from which DDB Shareholders are able to sell DDB Shares to AFS	26 July 2024
<u>Date the Target's Statement lodged with ASIC and ASX</u>	
<u>Date of this replacement Bidder's Statement lodged with ASIC, ASX and DDB</u>	
Offer Period officially opens	10:00 am (Melbourne time) on 9 August 2024
Offer Period closes* (unless extended)	4.00 pm (Melbourne time) on 9 September 2024

\*This date is indicative only and may be extended as permitted by the Corporations Act. All dates and times are references to the date and/or time in Melbourne, Victoria, Australia, unless otherwise stated.

### Bidder's Statement

This document is the replacement Bidder's Statement issued by Australian Meat Industry Superannuation Pty Ltd (**AMIS**) as trustee for the Australian Meat Industry Superannuation Trust trading as Australian Food Super (**AFS**) under Part 6.5 of the Corporations Act (as modified by *ASIC Corporations (Replacement Bidder's and Target's Statements) Instrument 2023/688*). AFS is a food industry superannuation fund in Australia. AMIS is jointly owned by the Australian Meat Industry Council and Frank James Raeside, being a director of the AMIS. This replacement Bidder's Statement is dated 26 July 2024 and includes an offer to acquire all DDB Shares (other than those already owned by AFS and its Associates) as described in Section 10 (**Offer**).

This replacement Bidder's Statement is dated 7 August 2024 and replaces the original Bidder's Statement that was lodged on 26 July 2024. A copy of this replacement Bidder's Statement was lodged with ASIC on 26 July 2024. Neither ASIC nor any of its officers takes any responsibility for the content of this replacement Bidder's Statement or the merits of the Offer.

### No account of personal circumstances

The information provided in this Bidder's Statement is not investment advice and does not take into

account the individual investment objectives, financial situation and particular needs of each shareholder of Dynamic Group Holdings Limited (**DDB**). You should consider the contents of this Bidder's Statement in light of your personal circumstances (including financial and taxation issues) and seek independent professional advice from an accountant, stockbroker, lawyer or other professional advisor before making a decision as to whether or not to accept the Offer.

### Reserves and resources

Unless otherwise indicated, all reserves and resources information in respect of DDB has been extracted from information included in public documents filed by DDB. This information has not been verified by AFS.

### Disclaimer as to forward looking statements

Some of the statements appearing in this Bidder's Statement may be in the nature of forward-looking statements. You should be aware that such statements are only predictions and are subject to inherent risks and uncertainties. Those risks and uncertainties include factors and risks specific to the industry in which DDB operates, as well as general economic conditions, prevailing exchange rates, interest rates and conditions in the financial markets in Australia and globally. Actual events or results may differ materially from the events or results expressed or implied in any forward-looking

statement. Matters as yet not known to AFS or not currently considered material by AFS may cause actual results or events to be materially different from those expressed, implied or projected in any forward-looking statements. Any forward-looking statement contained in this document is qualified by this cautionary statement.

None of AFS or any of the officers or employees of AFS, nor any persons named in this Bidder's Statement or any person involved in the preparation of this Bidder's Statement makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward-looking statement, or any events or results expressed or implied in any forward-looking statement, except to the extent required by law. You are cautioned not to place undue reliance on any forward-looking statement. The forward-looking statements in this Bidder's Statement reflect views held only as at the date of this Bidder's Statement.

#### **Disclaimer as to information on DDB**

The information concerning DDB contained in this Bidder's Statement has been obtained from publicly available sources. The information in this Bidder's Statement concerning DDB's financial position, assets and liabilities and performance, profits and losses and prospects of the DDB group has not been independently verified by AFS or any of its respective officers or employees. Neither AFS nor any of its directors, officers or advisers assume any responsibility for the accuracy or completeness of this information. Accordingly, subject to the Corporations Act, AFS does not make any representation or warranty, express or implied, as to the accuracy or completeness of the information. The information concerning DDB contained in this Bidder's Statement should not be deemed to be comprehensive.

Further information on DDB's business will likely be included in the Target's Statement which DDB is required to provide to DDB Shareholders in response to this Bidder's Statement.

#### **Foreign shareholders**

The Offer is being proposed and will be conducted in accordance with the laws in force in Australia and the Listing Rules. The disclosure requirements in relation to the Offer in Australia will differ from those applying in other jurisdictions.

The distribution of this Bidder's Statement may be restricted in some countries. Therefore, persons who come into possession of this Bidder's Statement should make themselves aware of, and comply with, those restrictions.

This document does not constitute an offer to acquire DDB Shares in any jurisdiction in which such an offer would be illegal.

#### **Privacy**

AFS has collected your information from the register of DDB Shareholders for the purpose of making the Offer and, if accepted, administering acceptances over, your shareholding in DDB. The Corporations Act requires the name and address of DDB Shareholders to be held in a public register. Your information may be disclosed on a confidential basis to AFS and its respective officers, employees, advisers and other external service providers, and may be required to be disclosed to regulators such as ASIC. If you would like details of information about you held by AFS, please call Daniel Musson on 1800 517 210 between 9:00 am to 5:00 pm (AEST) on Business Days, or contact your legal, financial or other professional adviser.

#### **Effect of rounding**

Figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Bidder's Statement may be subject to the effect of rounding. Accordingly, the actual figures may vary from those included in this Bidder's Statement. Any discrepancies between totals in tables or financial statements or in calculations graphs or charts are due to rounding.

#### **Estimates and assumptions**

Unless otherwise indicated, all references to estimates, assumptions and derivations of the same in this Bidder's Statement are references to estimates, assumptions and derivations of the same by AFS. Management estimates reflect, and are based on, views as at the date of this Bidder's Statement, and actual facts or outcomes may materially differ from those estimates or assumptions.

#### **Websites**

References in this Bidder's Statement to DDB's website (<https://www.dynamicgroupholdings.com.au/>) are for your reference only. Information contained in or otherwise accessible from these websites are not part of this Bidder's Statement.

#### **How to accept**

To accept the Offer, follow the instructions set out in Section 2 of this Bidder's Statement.

#### **Defined terms**

A number of defined terms are used in this Bidder's Statement. Unless the context otherwise requires, capitalised terms have the meaning given in Section 11 of the Bidder's Statement.

**This is an important document and should be read in its entirety before you decide whether to accept the Offer. If you are in any doubt as to**

**how to deal with this document or whether to accept the Offer, you should consult your financial or other professional advisers.**

If you have any questions or require any further information in relation to the Offer, please contact Daniel Musson on 1800 517 210 between 9:00 am to 5:00 pm (AEST) on Business Days, or contact your legal, financial or other professional adviser.



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## **BENEFITS OF THE OFFER & AFS INCREASING ITS SHAREHOLDING**

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### **1. Attractive premium**

The Offer Price of A\$0.28 per DDB Share represents a premium of:

- 19.15% to the closing price of DDB Shares on the trading day immediately preceding the Announcement Date of \$0.235;
- 18.39% to the VWAP for the 10 trading days immediately preceding 26 July 2024 of \$0.2365;
- 35.46% to the VWAP for the 30 trading days immediately preceding 26 July 2024 of \$0.2067; and
- 37.12% to the VWAP for the 45 trading days immediately preceding 26 July 2024 of \$0.2042.

### **2. Certainty of Offer**

The Offer is unconditional and for cash consideration. As such, you will have certainty in your return on your DDB Shares and you will be paid 2 Trading Days after your acceptance. There are currently no other competing offers for your DDB Shares.

### **3. Experienced institutional investor**

AFS is a leading superannuation fund with over 35 years of experience, managing approximately \$3.228 billion in total assets and with 66,000 members.

AFS has experience in investing in companies in a wide range of industries, as well as providing governance and oversight to companies which AFS has a substantial interest in. AFS believes that its interest in DDB and experience can help unlock value for DDB Shareholders but will require time to do so.

### **4. Implementation of a new employee incentive securities plan**

AFS considers key management personnel and employees to be key to DDB's future success. Noting that close to 50% of the convertible securities issued by DDB are held by DDB Directors (current and former), irrespective of the outcome of the Offer AFS will request DDB to implement a new employee incentive securities plan that is offered more broadly to key management personnel and employees.

AFS' intention for implementing a new employee incentive securities plan is to better incentivise and align the interests of DDB employees to DDB.

### **5. Review of DDB's Board skills matrix and Non-Executive Directors**

Should AFS reach 50.1% or more ownership in DDB, AFS intends to review the skills matrix of the non-executive DDB Directors and may appropriately adjust the composition of the DDB Board to deliver better performance and value to DDB Shareholders.

## Letter from AFS

~~26 July~~ 7 August 2024

Dear DDB Shareholder,

I am pleased to present this offer (the **Offer**) by 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**), to acquire all of your DDB Shares for A\$0.28 per DDB Share in cash (the **Offer Price**), which provides you with an attractive, certain and immediate value for your DDB Shares.

AFS has an interest and Voting Power of approximately ~~19.87%~~ 34.01% of DDB Shares.

AFS considers the Offer to be part of its strategic investments, and the Offer is an effective means for AFS to further increase its interest in DDB in accordance with the Corporations Act. AFS believes that it is beneficial to DDB and the DDB Shareholders to have AFS as a supportive institutional investor and as one of its larger shareholders.

The purpose of the Offer is to allow AFS to increase its ownership interest in DDB in accordance with the requirements of Chapter 6 (Takeovers) of the Corporations Act. In order for AFS to increase its shareholding above 20% in DDB, AFS is required to make the Offer.

### Best and final Offer Price

The Offer Price of A\$0.28 per DDB Share is **best and final and will not be increased**. AFS wants to make it clear that the Offer is simply a means for AFS to increase its ownership in DDB, and it does not have any intention to increase the Offer Price.

### Reasons to accept the Offer

A summary of the key reasons for accepting the Offer are as follows:

- The Offer Price represents fair value given that it is a premium of 19.15% to the closing price of DDB Shares on the most recent day of trading preceding the Announcement Date.
- The Offer Price will be paid to you in cash, providing you with certain value for your DDB Shares.
- As the Offer is unconditional, you can sell some or all of your DDB Shares for 100% cash consideration at the Offer Price to AFS immediately on ASX and receive cash 2 Trading Days (T+2) after your acceptance.
- Accepting the Offer and selling your DDB Shares now removes any risks that could otherwise affect the future value of your DDB Shares.

### AFS' Intentions

If AFS obtains 50% or more of the ownership of DDB, AFS' intentions are as follows (amongst other things):

- Maintain the current nature of the business and employees of DDB, subject to a better understanding, and undertaking a review, of the business and its operations.
- Review the skills matrix of the non-executive DDB Directors. Upon completion of the review, AFS intends to consider the composition of the non-executive DDB Directors to ensure that their skills are optimised to deliver value to DDB Shareholders.

- Noting that close to 50% of the convertible securities issued by DDB are held by DDB Directors (current and former), irrespective of the outcome of the Offer AFS will request DDB to implement a new employee incentive securities plan that is offered more broadly to key management personnel and employees.

AFS believes that by implementing an incentive scheme with more diverse holders throughout DDB, this will assist in improving DDB's performance and its service delivery to its customer base.

AFS' current understanding is that there is no need to change what DDB's business does and how it operates.

#### **AFS' support for DDB's existing customer contracts**

AFS believes that the DDB business offers a lot of opportunity and growth potential. AFS has offered to meet with DDB's employees and customers to show its support for DDB's ongoing operations. AFS is more than happy to engage with DDB's existing customers upon receipt of a request.

If any of DDB's customers have any questions regarding the Offer, please contact Daniel Musson on 1800 517 210 between 9:00 am to 5:00 pm (AEST) on Business Days.

#### **Accepting the Offer**

The Offer may only be accepted by selling your DDB Shares on-market on the ASX. You can do this through your Broker. FinClear has been appointed by AFS as Broker to the Offer. A summary of how to sell your DDB Shares to AFS is set out in Section 2.

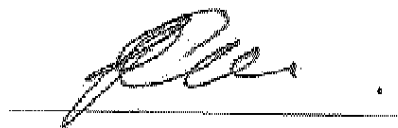
The Offer is scheduled to close at 4.00 pm (Melbourne time) on 9 September 2024 unless extended.

Should you not accept the Offer and it lapses, the DDB Share price may drop to pre-Offer levels or below with a reduced level of trading liquidity. Some consequences of not accepting the Offer are set out in Section 1.

If you have any questions or require any further information in relation to the Offer, please contact Daniel Musson on 1800 517 210 between 9:00 am to 5:00 pm (AEST) on Business Days, or contact your legal, financial or other professional adviser.

For the reasons outlined above, and detailed in this Bidder's Statement, I strongly encourage you to carefully read this Bidder's Statement and then contact your chosen Broker to **ACCEPT** this Offer, which delivers you certain value for your DDB Shares.

Yours faithfully,



**Gregory Camm**

Director

Australian Meat Industry Superannuation Pty Ltd as trustee for the  
Australian Meat Industry Superannuation Trust

## 1. Why you should ACCEPT the Offer

### 1.1 The Offer Price represents a premium to DDB's historic trading prices

AFS is offering 100% cash consideration to DDB Shareholders of A\$0.28 cash per DDB Share. The Offer values the equity of DDB at approximately A\$38,931,172 on an undiluted basis.

The all-cash Offer represents a premium to DDB's last closing share price and volume weighted average price (VWAP) of DDB Shares as follows:

- (a) 19.15% premium to the closing price of DDB Shares on the trading day immediately preceding the Announcement Date of \$0.235;
- (b) 18.39% to the VWAP for the 10 trading days immediately preceding 26 July 2024 of \$0.2365;
- (c) 35.46% to the VWAP for the 30 trading days immediately preceding 26 July 2024 of \$0.2067;<sup>1</sup> and
- (d) 37.12% to the VWAP for the 45 trading days immediately preceding 26 July 2024 of \$0.2042.<sup>2</sup>

The Offer represents a particularly attractive value to DDB Shareholders given the current risks and uncertainties associated with remaining a DDB Shareholder in the face of business risks associated with exposure to the mining industry and labour market challenges. AFS believes these risks appear to be weighing on DDB's valuation, as demonstrated by the 14.55% decline in its share price over the last 12 months.

### 1.2 You will receive certain and immediate value for your DDB Shares through a 100% cash consideration payable on a T+2 basis

Key attributes of the Offer are:

- (a) the Offer consists of 100% cash consideration of A\$0.28 per DDB Share. The Offer Price is best and final and will not be increased;
- (b) the Offer is unconditional, which provides additional security in respect of receiving your cash consideration;
- (c) you may sell your DDB Shares on-market at the Offer Price immediately from the Announcement Date of 26 July 2024 until the Offer closes at 4.00 pm (Melbourne time) on 9 September 2024 unless the Offer Period is extended or the Offer is withdrawn. The Offer Period officially commences at 10:00 am (Melbourne time) on 9 August 2024;
- (d) you will receive a cash payment on a T+2 basis (being 2 Trading Days after your acceptance); and
- (e) the Offer is fully funded at A\$0.28 per DDB Share for all remaining DDB Shares that AFS does not own, enabling shareholders to dispose of large parcels of shares for certain and attractive value without any liquidity concerns.

<sup>1</sup> The calculation of the VWAP for the 30 trading days immediately preceding 26 July 2024 excludes the trading day of 11 July 2024 where the Bidder acquired 26,243,783 DDB Shares at \$0.28 per DDB Share.

<sup>2</sup> The calculation of the VWAP for the 45 trading days immediately preceding 26 July 2024 excludes the trading day of 11 July 2024 where the Bidder acquired 26,243,783 DDB Shares at \$0.28 per DDB Share.

The certainty of this receipt of the all-cash Offer should be compared against the uncertainties of, and risks associated with, remaining a DDB Shareholder in the current uncertain economic environment. Some key risks include, but are not limited to:

- (f) **(risks of being a minority shareholder):** if you do not accept the Offer and AFS acquires more than 50% of the DDB Shares (on a fully diluted basis) but does not achieve the threshold for compulsory acquisition:
  - (i) you may be left with a small shareholding in DDB;
  - (ii) the DDB Shareholder spread after the Offer is completed may be less than required under the Listing Rules; and
  - (iii) ASX may choose to suspend or de-list DDB in which case, the liquidity in DDB Shares may be severely impacted;
- (g) **(market risk):** recent global economic events have contributed to greater uncertainty, volatility and a general 'risk-off' sentiment in financial markets. There continues to be speculation surrounding movement in the global economy;
- (h) **(uncertainty):** while AFS considers there will be benefits to DDB by AFS becoming an institutional investor of DDB, the benefits cannot be guaranteed and there remains uncertainty about the effects of the Offer which may adversely affect the business and operations of DDB and which may in turn affect your investment in DDB particularly if you remain a minority shareholder;
- (i) **(share price volatility):** the potential risk of share price falls due to a number of factors including those mentioned in this Section 1; and
- (j) **(liquidity risk):** depending on the level of acceptances AFS receives under the Offer, the market for DDB Shares may become even less liquid than at present. This could make it more difficult for you to sell your DDB Shares at an attractive price in the future.

You can choose, in effect, between the all-cash unconditional Offer of certain value which is available now and future uncertain value by retaining your DDB Shares.

### 1.3 Consequences of not accepting

AFS believes that the Offer for DDB Shares is attractive and represents fair value. However, if you choose not to accept the Offer, there are certain risks of which you should be aware, including:

- (a) following the close of the Offer, the DDB Share price may drop to pre-Offer levels with a reduced level of trading liquidity;
- (b) if AFS acquires control of DDB but does not proceed to compulsory acquisition, you will become a minority shareholder in DDB with limited influence in the running of the business;
- (c) even if AFS does not proceed to compulsory acquisition at the end of the Offer Period, subject to meeting the eligibility requirements of the Listing Rules, AFS may seek to have DDB removed from the official list of the ASX. Should this occur, remaining as a minority shareholder in a private company presents you with additional risks including significant difficulty in selling your DDB Shares at the current price levels in the future; and

- (d) if AFS becomes entitled to acquire your DDB Shares compulsorily, it intends to exercise those rights (however, it has not yet formed a conclusive position on whether it will or not). If your DDB Shares are compulsorily acquired by AFS, you will be paid the Offer consideration of A\$0.28 cash for each of your DDB Shares. However, you will receive the money later than the DDB Shareholders who choose to accept the Offer.

You should consult with your Broker or financial or other professional advisers to ascertain the impact of the risks outlined above on the value of your DDB Shares.

#### **1.4 There is no superior or alternative proposal for your DDB Shares**

AFS' Offer is the only offer to acquire your DDB Shares at the date of this Bidder's Statement.

If no other offers are made for your DDB Shares, DDB's share price may fall below the Offer Price after the Offer closes.

#### **1.5 No stamp duty or GST in accepting the Offer**

You will not pay stamp duty or GST on the disposal of your DDB Shares if you accept the Offer (other than GST payable by your Broker in respect of brokerage fees, if any, charged to you).

### **2. How to accept the Offer**

You may sell your DDB Shares to AFS on-market by offering to sell some or all of your DDB Shares on ASX at the Offer Price on and from the Announcement Date until the end of the Offer Period.

FinClear will stand in the market to acquire, on behalf of AFS, all DDB Shares offered at the Offer Price during normal trading on and from the Announcement Date, as follows:

#### **(a) Issuer Sponsored Holding**

If your DDB Shares are registered in an Issuer Sponsored Holding (i.e. your Security Reference Number starts with an "I"), you must instruct any Broker (which may also include FinClear, where FinClear is your existing Broker or you appoint FinClear as your Broker) to sell your DDB Shares on-market at the Offer Price before the end of the Offer Period.

#### **(b) CHESS Holding**

If your DDB Shares are in a CHESS Holding (i.e. your Holder Identification Number starts with an "X"), you must instruct your Broker (your Controlling Participant) to sell your DDB Shares on-market at the Offer Price before the end of the Offer Period.

#### **(c) Broker or Controlling Participant**

If you are a Broker or a Controlling Participant, to sell your DDB Shares to AFS you must initiate acceptance in accordance with the ASX Settlement Operating Rules before the end of the Offer Period.

#### **(d) Beneficial Owner**

If you are a beneficial owner of DDB Shares registered in the name of a Broker,

investment dealer, bank, trust company or other nominee, you should contact that nominee for assistance in accepting the Offer.

FinClear will execute trades on behalf of any DDB Shareholder wishing to accept the Offer provided they have an account opened with it.

If you have any questions about the Offer, please contact Daniel Musson on 1800 517 210 between 9:00 am to 5:00 pm (AEST) on Business Days, or contact your legal, financial or other professional advisers.

3. Summary of the Offer

This Section provides summary answers to some questions you may have in relation to the Offer, and is intended to assist in your understanding of the Offer. They are qualified by the information contained in the rest of this Bidder's Statement. It is not intended to address all relevant issues for DDB Shareholders. Section 10 of this Bidder's Statement contains the full terms and conditions of the Offer. You should read this Bidder's Statement in full before deciding how to deal with your DDB Shares.

Question	Answer
What is the Offer?	<p>AFS is offering to acquire all of your DDB Shares for A\$0.28 cash per DDB Share by way of an on-market takeover bid on the terms and conditions set out in this Bidder's Statement.</p> <p><u>The Offer Price is best and final and will not be increased.</u></p>
Who is making the Offer?	<p>AFS is the largest meat industry superannuation fund in Australia which currently has a Relevant Interest in <u>27,633,000</u><del>47,289,574</del> DDB Shares, giving it approximately <u>49.87</u><del>34.01</del>% of the total Voting Power in DDB.</p> <p>Further information on AFS is set out in Section 4.</p>
How do I accept the Offer?	<p>Because the Offer is an on-market offer, acceptance is made by selling your DDB Shares through AFS' Broker, FinClear, or any Market Participant of ASX before the end of the Offer Period. You are not required to complete a form to accept the Offer.</p> <p>Depending on the nature of your holding, you may accept the Offer in the following ways:</p> <ul style="list-style-type: none"><li>• <b>(Issuer Sponsored Holding):</b> If your DDB Shares are registered in an Issuer Sponsored Holding (i.e. your Security Reference Number starts with an "I"), you must instruct any Broker (which may also include FinClear, where FinClear is your existing Broker or you appoint FinClear as your Broker) to sell your DDB Shares on-market at the Offer Price before the end of the Offer Period.</li><li>• <b>(CHESS Holding):</b> If your DDB Shares are in a CHESS Holding (i.e. your Holder Identification Number starts with an "X"), you must instruct your Broker (your Controlling Participant) to sell your DDB Shares on-market at the Offer Price before the end of the Offer Period.</li><li>• <b>(Broker or Controlling Participant):</b> If you are a Broker or a Controlling Participant, to sell your DDB Shares to AFS you must initiate acceptance in accordance with the ASX Settlement Operating Rules before the end of the</li></ul>

	<p>Offer Period.</p> <ul style="list-style-type: none"> <li>• <b>(Beneficial owner):</b> If you are a beneficial owner of DDB Shares registered in the name of a Broker, investment dealer, bank, trust company or other nominee, you should contact that nominee for assistance in accepting the Offer.</li> </ul> <p>Section 2 provides more detailed instructions on how to accept the Offer.</p>
Can I sell part of my shareholding?	Yes. You may choose to sell some or all of your DDB Shares under the Offer.
When can I sell my DDB Shares to AFS?	<p>You can sell your DDB Shares on-market to AFS <b>immediately</b> and at any time during the Offer Period.</p> <p>FinClear will stand in the market on behalf of AFS and purchase DDB Shares offered to it at the Offer Price from the Announcement Date of 26 July 2024 until the end of the Offer Period at 4.00 pm (Melbourne time) on 9 September 2024 (unless extended in accordance with the Corporations Act).</p>
If I accept the Offer, when will I be paid?	If you accept the Offer, the usual rules for settlement of transactions which occur on-market on ASX will apply. Once you have accepted the Offer and sold your DDB Shares, you will be paid on a T+2 basis (being 2 Trading Days after your acceptance).
How does the Offer apply to DDB Options and DDB Performance Rights?	The Offer will not extend to the acquisition of any DDB Options and DDB Performance Rights currently on issue. However, the Offer will extend to any DDB Shares that are issued between 26 July 2024 and the end of the Offer Period as a result of the vesting and exercise of the DDB Options or DDB Performance Rights.
What if I accept the Offer and AFS increases the Offer Price	<p>AFS may vary the Offer by increasing the Offer Price in accordance with the Corporations Act. If you have sold your DDB Shares prior to the increase in the Offer Price, you will not receive the benefit of any increase in the Offer Price.</p> <p>If DDB Shareholders sell on-market on the ASX to AFS, they will not be entitled to receive the benefit of any increase in the Offer Price.</p>
What will the tax consequences be?	You should consult your financial, tax or other professional advisor regarding the tax implications of acceptance. However, please refer to Section 8 for a general description of some of the tax implications for DDB Shareholders who accept the Offer.
Do I pay brokerage or stamp duty if I accept?	<p>If your DDB Shares are registered in an Issuer Sponsored Holding in your name, the relevant Broker you instruct to initiate acceptance on your behalf may charge transactional fees or service charges in connection with acceptance of the Offer.</p> <p>If your DDB Shares are registered in a CHESS Holding or if you are a beneficial holder and your DDB Shares are registered in the name of a Broker, bank, custodian or other nominee (<u>i.e.</u> your Controlling Participant), the Controlling Participant may charge transactional fees or service charges in connection with acceptance of the Offer.</p> <p>Accordingly, you should ask your Broker or Controlling Participant (as applicable) in relation to brokerage.</p> <p>AFS will bear the cost of its own brokerage (if any) on the transfer of DDB Shares acquired through acceptance of the Offer.</p>



	You will not pay stamp duty or GST on the disposal of your DDB Shares if you accept the Offer (other than GST payable by your Broker in respect of brokerage fees charged to you).
When does the Offer close?	The Offer is scheduled to close at 4.00 pm (Melbourne time) on 9 September 2024. You should note that the Offer Period can be extended as permitted by the Corporations Act.
Can the Offer be varied and can the Offer Period be extended?	<p>Yes, the Offer can be varied by AFS in accordance with the Corporations Act.</p> <p>The Offer Period can be extended at any time prior to the last 5 Trading Days of the Offer Period or, in certain limited circumstances, at any time prior to the end of the Offer Period (subject to compliance with the law).</p> <p>The Offer Period will be automatically extended if AFS' Voting Power in DDB increases to more than 50% in the last 7 days of the Offer Period. In that case, the Offer Period will then end 14 days after AFS' Voting Power increases to more than 50%.</p> <p>Any variation or extension will be announced to ASX. However, if you have sold your DDB Shares prior to any such announcement you will not receive any benefit from the variation.</p>
Can the Offer be withdrawn?	<p>AFS may withdraw the Offer in respect of any Offers that are unaccepted at any time:</p> <ul style="list-style-type: none"> <li>• with the written consent of ASIC and subject to the conditions (if any) specified in such consent;</li> <li>• where a Prescribed Occurrence occurs, if at the time of the Prescribed Occurrence AFS' Voting Power in DDB is at or below 50%; or</li> <li>• upon the occurrence of an Insolvency Event in relation to DDB.</li> </ul> <p>Notice of withdrawal of the Offer must be given by AFS to ASX.</p>
What happens if I do not accept?	<p>If you do not accept the Offer, you will remain a DDB Shareholder and will not receive the consideration offered by AFS.</p> <p>If AFS becomes entitled to compulsorily acquire your DDB Shares, AFS may do so (however, it has not yet formed a conclusive position on whether it will or not). If your DDB Shares are compulsorily acquired by AFS, you will be paid the Offer consideration of A\$0.28 cash for each of your DDB Shares. However, you will receive the money later than the DDB Shareholders who choose to accept the Offer.</p> <p>Further information on the intentions of AFS is set out in Section 6.</p>
Are there any conditions to the Offer?	No, the Offer is unconditional.
What if I require further information?	If you have any questions about the Offer, please contact Daniel Musson on 1800 517 210 between 9:00 am to 5.00 pm (AEST) on Business Days, or contact your legal, financial or other professional adviser.

#### 4. Overview of AFS

AFS is a leading superannuation fund helping employees in the meat industry secure their future for over 35 years. AFS was formerly known as the Australian Meat Industry Superannuation Trust, and in 2023, rebranded as Australian Food Super to reflect AFS' broader membership base in other food industries.

AFS has historically invested in companies in a wide range of industries to increase value for its members. Such industries include waste disposal, IT security training, ice cream manufacturing, power retailing, fruit canning and quartz mining. AFS considers its Offer in relation to DDB as a good opportunity for AFS' investment portfolio, to further add value to AFS' members, as well as DDB as a whole.

As at the date of this Bidder's Statement, AFS manages approximately \$3.228 billion in total assets and has 66,000 members.

#### 5. Overview of Dynamic Group Holdings Limited

##### 5.1 Disclaimer

The information in this Section 5 concerning DDB has been prepared based on a review of publicly available information (which has not been independently verified). Neither AFS nor any of its respective directors, officers, employees or advisers, subject to the Corporations Act, make any representation or warranty, express or implied, as to the accuracy or completeness of such information.

The information on DDB in this Bidder's Statement should not be considered comprehensive.

In addition, the Corporations Act requires the DDB Directors to provide a Target's Statement to DDB Shareholders in response to this Bidder's Statement, setting out material information concerning DDB. Further information relating to DDB may be included in its Target's Statement in relation to the Offer, which will be sent to you directly by DDB.

##### 5.2 Overview of DDB and its principal activities

DDB is an ASX listed Australian company. DDB provides exploration, water drilling and drilling and blasting services to the exploration, mining and construction industries in Australia with all works currently performed in Western Australia. The services provided by DDB cover all stages of the mining cycle and include the following:

- Greenfield Reverse Circulation and Air Core Exploration Drilling Services;
- Mine Site Reverse Circulation Exploration Drilling Services;
- Mine Site Resource Definition and Grade Control Drilling Services;
- Mine Production Drilling and Blasting Services;
- Construction Drilling and Blasting Services;
- Production Water Well Drilling Services;
- Deep Artesian and Geothermal Drilling Services; and

- **Pump Testing Services.**

DDB operates under 4 divisions, Dynamic Drill & Blast, Orlando Drilling, Welldrill and Airwell Flow Testing.

- (a) **(Dynamic Drill & Blast):** A wholly owned subsidiary of DDB and supplier of drilling and blasting services to clients in the mining and construction sectors in Western Australia. Dynamic Drill & Blast focuses on mining and construction projects within a range of commodity sectors, including iron ore, lithium and gold. Dynamic Drill & Blast also undertakes short term specialised drilling and blasting projects.
- (b) **(Orlando Drilling):** A Western Australian based company and wholly owned subsidiary of DDB providing grade control, exploration and resource definition drilling services to the mining industry since 2007, utilising its fleet of AC, RC and diamond drill rigs and experienced personnel.
- (c) **(Welldrill):** A Western Australian based company and wholly owned subsidiary of DDB providing specialised production dewatering and bore drilling services to the mining industry since 2000.
- (d) **(Airwell Flow Testing):** Designs, manufactures and operates flow testing software and hardware to clients based in Western Australia. Airwell Flow Testing has the ability to fully monitor and control flow testing systems remotely from its Perth headquarters via Supervisory Control and Data Acquisition (SCADA). Water bore flow testing is critical for assessing the quantity, quality and sustainability of water sources and provides information for managing water resources to ensure compliance with environmental and regulatory standards.

As at the date of this Bidder's Statement, DDB's subsidiaries are as follows:

Name of entity	Country of incorporation	Equity holding (%)
Dynamic Drill & Blast Pty Ltd	Australia	100%
Orlando Drilling Pty Ltd	Australia	100%
SBD Drilling Pty Ltd	Australia	100%
Orlando Exploration Pty Ltd	Australia	100%
Delmoss Nominees Pty Ltd	Australia	100%
PDC Drilling Pty Ltd	Australia	100%

### 5.3 Directors

As at the date of this Bidder's Statement, the DDB Directors are as follows:

- (a) Matthew Freedman (Managing Director and Chief Executive Officer);
- (b) Mark Davis (Non-Executive Director);
- (c) Garret Dixon (Non-Executive Chair);
- (d) George Garnett (Non-Executive Director); and

(e) Mark Hine (Non-Executive Director).

5.4 DDB securities on issue

Based on documents provided by DDB to ASX as at the date immediately before the ~~Announcement Date~~ date of this Bidder's Statement:

- (a) there were a total of 139,039,899 DDB Shares on issue;
- (b) there were a total of ~~4,924,027~~ 4,126,781 DDB Performance Rights on issue;
- (c) there were a total of 3,446,000 DDB Options on issue as follows:
  - 562,500 DDB Options expiring 10 December 2024 (ex \$0.82) (ASX: DDBAH);
  - 562,500 DDB Options expiring 10 December 2025 (ex \$0.92) (ASX: DDBAI);
  - 362,500 DDB Options expiring 25 November 2024 (ex \$0.62) (ASX: DDBAK);
  - 372,500 DDB Options expiring 25 November 2025 (ex \$0.69) (ASX: DDBAL);
  - 372,500 DDB Options expiring 25 November 2026 (ex \$0.77) (ASX: DDBAM);
  - 423,500 DDB Options expiring 10 November 2025 (ex \$0.58) (ASX: DDBAN);
  - 395,000 DDB Options expiring 10 November 2026 (ex \$0.64) (ASX: DDBAO); and
  - 395,000 DDB Options expiring 10 November 2027 (ex \$0.72) (ASX: DDBAP); and
- (d) each of the following persons (on behalf of itself and its Associates) have lodged substantial holding notices showing the following substantial holdings in the issued ordinary share capital of DDB:

DDB Shareholder	DDB Shares <sup>1</sup>	Voting Power disclosed in notice (%) <sup>1</sup>	Date of last notice
Australian Meat Industry Superannuation Pty Ltd ATF Australian Meat Industry Superannuation Trust	<del>27,633,000</del> <u>47,289,574</u>	<del>40.87</del> <u>34.01</u> % <sup>2</sup>	<del>40 July</del> <u>7 August</u> 2024
Laurence Cowley Freedman, Valentino Holdings Pty Ltd ATF the Enrica Family Trust, Ganan Capital Pty Ltd	15,452,814	11.50% <sup>3</sup>	7 June 2023
Goldfire Enterprises Pty	18,834,847	13.54%	16 July 2024

DDB Shareholder	DDB Shares <sup>1</sup>	Voting Power disclosed in notice (%) <sup>1</sup>	Date of last notice
Ltd, Temorex Pty Ltd ATF Nitram Family Trust, RPM Super Pty Ltd ATF RPM Super Fund, Nitro Super Pty Ltd ATF Nitro Super Fund			
Joel Francis McKenna Skipworth ATF The Tigerdrill Trust	16,250,000	13.78% <sup>4</sup>	10 November 2022
Mark Davis, Jezac Pty Ltd ATF MJAC SIVAD Trust	8,333,333	7.3% <sup>5</sup>	14 July 2021
David Matthew Kinnersley ATF The Milligan Trust	8,524,500	6.13%	18 July 2024
Matthew Freedman, Range Hill Holdings Pty Ltd ATF The Calypso Family Trust	8,333,333	12.1% <sup>6</sup>	1 June 2021
<u>Harvest Lane Asset Management Pty Ltd</u>	<u>7,148,223</u>	<u>5.14%</u>	<u>5 August 2024</u>

## Notes:

- The actual number of DDB Shares held or the Voting Power may differ from that shown above given there is no obligation to publicly disclose changes if the change in Voting Power is less than 1%.
- Since AFS' Form 603 (Notice of initial substantial holder) lodged 12 July 2024 and ~~as at~~ the Announcement Date, AFS ~~has not~~ acquired ~~any~~ additional shares in DDB on 5 August 2024. This will be reflected in the Form 604 that AFS lodges in relation to this Offer in accordance with section 671B(1)(c) of the Corporations Act.
- Based on DDB's annual report for the financial year ended 30 June 2023 (**DDB 2023 Annual Report**), as at 24 August 2023, this holder has ~~12,698,804~~ 15,452,814 DDB Shares (and a Voting Power of ~~9.43~~ 11.11% based on 139,039,899 DDB Shares on issue as at the date of this Bidder's Statement).
- Based on the DDB 2023 Annual Report, as at 24 August 2023, this holder has 16,250,000 DDB Shares (and a Voting Power of 11.69% based on 139,039,899 DDB Shares on issue as at the date of this Bidder's Statement).
- Based on the DDB 2023 Annual Report, as at 24 August 2023, this holder has 9,614,553 DDB Shares (and a Voting Power of 6.91% based on 139,039,899 DDB Shares on issue as at the date of this Bidder's Statement).
- Based on the DDB 2023 Annual Report, as at 24 August 2023, this holder has 9,614,553 DDB Shares (and a Voting Power of 6.91% based on 139,039,899 DDB Shares on issue as at the date of this Bidder's Statement).

## 5.5 DDB Performance Rights and DDB Options

The Offer will not extend to the acquisition of any DDB Performance Rights and DDB Options currently on issue. However, the Offer extends to any DDB Shares that are issued between 26 July 2024 and the end of the Offer Period as a result of the vesting and/or exercise (as the case may be) of any DDB Performance Rights or DDB Options.

AFS notes that the DDB Performance Rights and DDB Options referred to in Section 5.4

are currently held as follows as at the date immediately before the date of this Bidder's Statement:

### DDB Performance Rights

	<u>Number</u>	<u>Percentage of DDB Performance Rights</u>
<u>Total on Issue</u>	<u>4,126,781</u>	
<u>George Gamett</u>	<u>335,460</u>	<u>8.12%</u>
<u>Mark Hine</u>	<u>250,000</u>	<u>6.05%</u>
<u>Geoffrey Newman<sup>4</sup></u>	<u>2,220,980</u>	<u>53.81%</u>
<u>Gregg Barnard</u>	<u>276,403</u>	<u>6.70%</u>
<u>Total held by DDB Directors and key management personnel</u>	<u>3,082,843</u>	<u>74.70%</u>

### DDB Options

	<u>Number</u>	<u>Percentage of class of DDB Options<sup>1</sup></u>	<u>Exercise Price</u>	<u>Expiry Date</u>
<u>DDBAH</u>				
<u>Total on Issue</u>	<u>562,500</u>			
<u>Mark Davis</u>	<u>300,000</u>	<u>53.33%</u>	<u>\$0.82</u>	<u>10/12/2024</u>
<u>Matthew Freedman</u>	<u>262,500</u>	<u>46.67%</u>	<u>\$0.82</u>	<u>10/12/2024</u>
<u>Total held by DDB Directors</u>	<u>562,500</u>	<u>100%</u>		
<u>DDBAI</u>				
<u>Total on Issue</u>	<u>562,500</u>			
<u>Mark Davis</u>	<u>300,000</u>	<u>53.33%</u>	<u>\$0.92</u>	<u>10/12/2025</u>
<u>Matthew Freedman</u>	<u>262,500</u>	<u>46.67%</u>	<u>\$0.92</u>	<u>10/12/2025</u>
<u>Total held by DDB Directors</u>	<u>562,500</u>	<u>100%</u>		
<u>DDBAK</u>				
<u>Total on Issue</u>	<u>362,500</u>			
<u>Mark Davis</u>	<u>100,000</u>	<u>27.59%</u>	<u>\$0.62</u>	<u>25/11/2024</u>
<u>Matthew Freedman</u>	<u>87,500</u>	<u>24.14%</u>	<u>\$0.62</u>	<u>25/11/2024</u>
<u>David Kinnersley<sup>2</sup></u>	<u>87,500</u>	<u>24.14%</u>	<u>\$0.62</u>	<u>25/11/2024</u>
<u>Joel Skipworth<sup>3</sup></u>	<u>87,500</u>	<u>24.14%</u>	<u>\$0.62</u>	<u>25/11/2024</u>
<u>Total held by DDB Directors</u>	<u>362,500</u>	<u>100%</u>		

	<u>Number</u>	<u>Percentage of class of DDB Options<sup>1</sup></u>	<u>Exercise Price</u>	<u>Expiry Date</u>
<u>DDBAL</u>				
<u>Total on Issue</u>	<u>372,500</u>			
<u>Mark Davis</u>	<u>102,500</u>	<u>27.52%</u>	<u>\$0.69</u>	<u>25/11/2025</u>
<u>Matthew Freedman</u>	<u>90,000</u>	<u>24.16%</u>	<u>\$0.69</u>	<u>25/11/2025</u>
<u>David Kinnersley<sup>2</sup></u>	<u>90,000</u>	<u>24.16%</u>	<u>\$0.69</u>	<u>25/11/2025</u>
<u>Joel Skipworth<sup>3</sup></u>	<u>90,000</u>	<u>24.16%</u>	<u>\$0.69</u>	<u>25/11/2025</u>
<u>Total held by DDB Directors</u>	<u>372,500</u>	<u>100%</u>		
<u>DDBAM</u>				
<u>Total on Issue</u>	<u>372,500</u>			
<u>Mark Davis</u>	<u>102,500</u>	<u>27.52%</u>	<u>\$0.77</u>	<u>25/11/2026</u>
<u>Matthew Freedman</u>	<u>90,000</u>	<u>24.16%</u>	<u>\$0.77</u>	<u>25/11/2026</u>
<u>David Kinnersley<sup>2</sup></u>	<u>90,000</u>	<u>24.16%</u>	<u>\$0.77</u>	<u>25/11/2026</u>
<u>Joel Skipworth<sup>3</sup></u>	<u>90,000</u>	<u>24.16%</u>	<u>\$0.77</u>	<u>25/11/2026</u>
<u>Total held by DDB Directors</u>	<u>372,500</u>	<u>100%</u>		
<u>DDBAN</u>				
<u>Total on Issue</u>	<u>423,500</u>			
<u>Mark Davis</u>	<u>110,000</u>	<u>25.97%</u>	<u>\$0.58</u>	<u>10/11/2025</u>
<u>Matthew Freedman</u>	<u>95,000</u>	<u>22.43%</u>	<u>\$0.58</u>	<u>10/11/2025</u>
<u>David Kinnersley<sup>2</sup></u>	<u>95,000</u>	<u>22.43%</u>	<u>\$0.58</u>	<u>10/11/2025</u>
<u>Joel Skipworth<sup>3</sup></u>	<u>95,000</u>	<u>22.43%</u>	<u>\$0.58</u>	<u>10/11/2025</u>
<u>Geoffrey Newman<sup>4</sup></u>	<u>28,500<sup>4</sup></u>	<u>6.73%</u>	<u>\$0.58</u>	<u>10/11/2025</u>
<u>Total held by DDB Directors</u>	<u>395,000<sup>4</sup></u>	<u>93.27%</u>		
<u>DDBAO</u>				
<u>Total on Issue</u>	<u>395,000</u>			
<u>Mark Davis</u>	<u>110,000</u>	<u>27.84%</u>	<u>\$0.54</u>	<u>10/11/2026</u>
<u>Matthew Freedman</u>	<u>95,000</u>	<u>24.05%</u>	<u>\$0.54</u>	<u>10/11/2026</u>
<u>David Kinnersley<sup>2</sup></u>	<u>95,000</u>	<u>24.05%</u>	<u>\$0.54</u>	<u>10/11/2026</u>
<u>Joel Skipworth<sup>3</sup></u>	<u>95,000</u>	<u>24.05%</u>	<u>\$0.54</u>	<u>10/11/2026</u>
<u>Total held by DDB</u>	<u>395,000</u>	<u>100%</u>		

	<u>Number</u>	<u>Percentage of class of DDB Options<sup>1</sup></u>	<u>Exercise Price</u>	<u>Expiry Date</u>
<u>Directors</u>				
<u>DDBAP</u>				
<u>Total on Issue</u>	<u>395,000</u>			
<u>Mark Davis</u>	<u>110,000</u>	<u>27.84%</u>	<u>\$0.72</u>	<u>10/11/2027</u>
<u>Matthew Freedman</u>	<u>95,000</u>	<u>24.05%</u>	<u>\$0.72</u>	<u>10/11/2027</u>
<u>David Kinnersley<sup>2</sup></u>	<u>95,000</u>	<u>24.05%</u>	<u>\$0.72</u>	<u>10/11/2027</u>
<u>Joel Skipworth<sup>3</sup></u>	<u>95,000</u>	<u>24.05%</u>	<u>\$0.72</u>	<u>10/11/2027</u>
<u>Total held by DDB Directors</u>	<u>395,000</u>	<u>100%</u>		

Notes:

1. The sum of percentages may not aggregate to 100% due to rounding of decimal places.
2. David Kinnersley was an executive director of DDB and resigned in April 2023.
3. Joel Skipworth transitioned from being executive director of DDB to the role of Group Asset Executive for Orlando Drilling Pty Ltd in November 2023.
4. Geoffrey Newman was Chief Executive Officer of DDB and resigned effective as at 5 April 2024.

## 5.6 Other material information about DDB

DDB will have the opportunity to disclose in its Target's Statement any information about the DDB group it considers DDB Shareholders would reasonably require to make an informed assessment as to whether to accept the Offer.

## 5.7 Publicly available information

DDB is listed on ASX and is obliged to comply with the periodic and continuous disclosure requirements of the Corporations Act and the Listing Rules. For more information concerning the financial position and affairs of DDB, you should refer to the full range of information that has been disclosed by DDB pursuant to those obligations. Further publicly available information about DDB is available on DDB's website at <https://www.dynamicgroupholdings.com.au/asx-announcements/> or the ASX website at [www.asx.com.au](http://www.asx.com.au).

DDB's half year financial report for the half year ended 31 December 2023 was lodged with ASIC and given to ASX on 28 February 2024.

DDB's annual financial report for the year ended 30 June 2023 was lodged with ASIC and given to ASX on 29 August 2023.

## 5.8 Interests of AFS in DDB's issued securities and Voting Power in DDB

- (a) **AFS' interest in DDB Shares and Voting Power:** As at the date immediately before the ~~Announcement Date~~ date of this Bidder's Statement AFS had a Relevant Interest in ~~27,633,000~~ 47,289,574 DDB Shares, giving it approximately ~~10.87~~ 34.01% of the total Voting Power in DDB.
- (b) **Prices paid for DDB Shares by AFS:** Except as set out below, during the 4 months before the date of the Announcement, AFS did not provide, or agreed to



provide, consideration for a DDB Share under a purchase or agreement:

Date of purchase	Price per DDB Share	Number of DDB Shares purchased
25/06/2024	\$0.1700	137,312
28/06/2024	\$0.1822	21,500
1/07/2024	\$0.1899	95,612
3/07/2024	\$0.1980	773,872
4/07/2024	\$0.2000	16,565
5/07/2024	\$0.2000	100,000
8/07/2024	\$0.2100	28,800
9/07/2024	\$0.2177	94,764
10/07/2024	\$0.2702	120,792
11/07/2024	\$0.2799	26,243,783

- (c) **No Escalation Agreements:** Neither AFS nor its Associates has entered into any escalation agreement that is prohibited by section 622 of the Corporations Act.
- (d) **No Collateral Benefits:** During the 4 months before the date of the Announcement, neither AFS nor its Associates gave, or agreed to give, a benefit to another person which was likely to induce the other person, or an Associate of the other person to:
- (i) accept the Offer; or
  - (ii) dispose of DDB Shares,
- and which is not offered to all DDB Shareholders under the Offer.

## 6. Bidder's intentions

This Section 6 sets out the intentions of AFS on the basis of the facts and information concerning DDB and the existing circumstances affecting the business of DDB which are known to AFS at the time of preparation of this Bidder's Statement, in relation to the following:

- (a) the continuation of the business of DDB;
- (b) any major changes to be made to the business of DDB, including any redeployment of fixed assets of DDB; and
- (c) the future employment of the present employees of DDB.

Given that AFS has not had the benefit of a due diligence investigation into DDB, AFS does not currently have full knowledge of all material information, facts and circumstances

that are necessary to assess the operational, commercial, tax and financial implications of its current intentions.

AFS will only reach final decisions regarding these matters in light of material facts and circumstances at the relevant time. Accordingly, the statements set out in this Section 6 are statements of current intentions only which may vary as new information becomes available or circumstances change.

#### **6.1 Present intentions**

AFS and its advisors have reviewed information that has been publicly released by DDB regarding its current activities and its plans for the future. However, AFS does not currently have knowledge of material information, facts and circumstances that are necessary to assess the operational, commercial, taxation and financial implications of its current intentions. Consequently, final decisions on these matters have not been made.

As such, statements set out in this Section 6 are statements of current intentions only which may change as new information becomes available or circumstances change. The statements in this Section 6 should be read in this context.

#### **6.2 Intentions generally**

Except for the changes and intentions set out in this Section 6, AFS intends:

- (a) to continue on the business of DDB;
- (b) not to make any major changes to the nature of the business of DDB; and
- (c) ~~to review~~ not to make any major changes to the future employment of the present DDB employees.

#### **6.3 Intentions if 50% or less of DDB is acquired**

Unless otherwise indicated in Section 6, if AFS acquires 50% or less of DDB Shares, AFS intends to procure the appointment of an AFS nominee or nominees to the DDB Board. Through this, AFS hopes to gain a more detailed understanding of the corporate structure, assets, businesses, personnel, financing, capital structure and operations of DDB. AFS would then be in a better position to evaluate, and contribute to, the performance, profitability and prospects of DDB in light of the information then available to AFS and provide input into the strategic direction of the organisation.

Considering the importance of the employees and key management personnel to DDB's future, irrespective of the outcome of the Offer AFS will request DDB to implement a new employee incentive securities plan that is offered more broadly to key management personnel and employees.

AFS may also not wish to participate in further capital raisings if it does not agree with the existing strategy of DDB. However, AFS reserves its right to make such decisions at the relevant time. If AFS does not participate in further capital raisings, and DDB is unable to secure adequate underwriting for such capital raisings, AFS considers that DDB may incur difficulties in maintaining its current operations.

#### **6.4 Intentions upon ownership of 50.1% or more of DDB but less than 90%**

This Section 6.4 sets out AFS' current intentions if DDB becomes controlled by AFS (i.e. AFS and its related entities acquire 50.1% or more of DDB) but AFS is not entitled to proceed to compulsory acquisition in accordance with Part 6A.1 of the Corporations Act.

In that circumstance, AFS' intentions are as follows:

(a) **Directors**

In line with AFS' general strategy when holding substantial interests in a company, AFS intends to procure the appointment of an AFS nominee or nominees to the DDB Board to better understand the DDB business and operations as noted in Section 6.3.

AFS intends to ~~review the composition of the DDB Board and~~ undertake a review of the skills matrix of the current non-executive DDB Directors and may make appropriate adjustments to non-executive DDB Directors following completion of that review. However, AFS has no intention of making any changes with respect to the executive DDB Directors or the executive team of DDB. Upon completion of the review, AFS may in the future reconstitute the DDB Board with additional nominees of AFS. ~~These~~, taking into account a variety of factors including governance and oversight by AFS and the experience of such nominees.

The relevant nominees have not yet been identified by AFS. A final decision on the selection of AFS' nominees will be made in light of the circumstances at the relevant time.

(b) **Review**

AFS will propose, through its nominee(s) on the DDB Board, that a review of DDB, of the type referred to in Section 6.4(c) below, be undertaken.

(c) **Capital structure and operational review**

AFS intends to continue the business of DDB and does not intend to significantly change the nature of the business. AFS's current understanding is that there is no need to change what DDB's business does and how it operates.

Nonetheless, AFS intends that a review of DDB's capital structure would be undertaken.

AFS also intends to conduct a review of the operations, assets, structure and employees of DDB in light of that information to identify:

- (i) business opportunities and areas of revenue generation which may provide overall strategic operational benefit;
- (ii) areas of costs saving which may provide overall strategic and operational benefit; and
- (iii) any business or businesses which do not fit into the strategic plan for DDB and to evaluate the best and most appropriate way of organising such business or businesses.

Final decisions will only be reached after that review and in light of all material facts and circumstances.

While AFS does not currently have any specific intentions in relation to this review or its outcomes, its current expectation is that the review will focus on identifying the most effective means of utilising DDB's assets and maximising the investment AFS has made in DDB.

That review will consider DDB's need to retain sufficient funds to meet its

ongoing activities and requirements for additional capital, as well as whether DDB's capital structure is efficient and maximises shareholder value.

(d) **Employees**

AFS understands that DDB's management and employees have contributed to DDB's success—~~Following~~ and are key to DDB's ability to service customers and clients. Accordingly, AFS does not intend to make significant changes to the employment of the present employees of DDB, where possible. Nonetheless, following the end of the Offer Period, AFS would review the future employment of the present employees of DDB, having regard to its plans for DDB and upon completing the review referred to above at Section 6.4(c). It is the current intention of AFS to keep all employees that are necessary for the DDB's operations.

(e) **New employee incentive securities plan**

AFS intends to review the current employee incentive securities plan and introduce a new incentive plan with broader application to employees of DDB to better align the interests of DDB employees with that of DDB and DDB Shareholders.

With reference to the holdings of DDB Performance Rights and DDB Options set out in Section 5.5, and based on publicly available information, AFS notes that the DDB securities are held by DDB Directors as follows:

- (i) 74.70% of the DDB Performance Rights currently on issue are held by DDB Directors and key management personnel which will automatically convert into approximately 3,082,843 DDB Shares in the event of a change of control;
- (ii) 100% of the DDB Options (DDB Option classes DDBAH and DDBAI) on issue are held by DDB Directors and are subject to DDB Directors' discretion in the event of a change of control (i.e. the DDB Directors could permit the automatic vesting and conversion of such DDB Options into 1,125,000 DDB Shares);
- (iii) 100% of the DDB Options (DDB Option classes DDBAK, DDBAL and DDBAM) are held by DDB Directors (current and former) and will automatically vest and convert into 1,107,500 DDB Shares in the event of a change of control; and
- (iv) approximately 97.65% of the DDB Options (DDB Option classes DDBAN, DDBAO and DDBAP) are held by DDB Directors (current and former) and will automatically vest and be exercisable in the event of a change of control.

AFS assumes that some of the DDB Options referred to in Section 6.4(e) will not be exercised, given the exercise price is above the Offer Price. To the extent that there are any remaining DDB Options, AFS intends to review the terms of DDB Options.

As AFS considers the current employees and key management personnel of DDB to be key to DDB's future, the purpose of a new employee incentive securities plan is to incentivise employees and key management personnel to continue their employment with DDB.

(f) **(e)-Listing on ASX**

AFS may consider the removal of DDB from the official list of ASX. Such

consideration will have regard to, among other things, AFS' interest and Voting Power in DDB, the spread and volume of DDB Shareholders at the end of the Offer Period, and whether all of the requirements necessary to delist DDB can be satisfied.

(g) ~~(g)~~ **Further acquisitions of DDB Shares**

AFS considers that the acquisition of DDB Shares is in line with its diversified investment portfolio and overall investment strategy.

As such, AFS may acquire additional DDB Shares under the "creep" provisions of the Corporations Act. In summary, those provisions would permit AFS and its Associates to acquire up to 3% of DDB Shares every 6 months. AFS has not yet decided whether it will acquire further DDB Shares under the "creep" provisions in the future, as that will be dependent upon (among other things) the extent of Voting Power of AFS and its Associates in DDB and market conditions at the time.

If AFS becomes entitled to give notices to compulsorily acquire any outstanding DDB Shares in accordance with section 664C of the Corporations Act (general compulsory acquisition power) as a result of acquisitions of additional DDB Shares, AFS may give such notices.

(h) ~~(g)~~ **Limitations on intentions**

The implementation of AFS' intentions in the event of less than 100% ownership of DDB will be subject to the Corporations Act, the Listing Rules and the DDB constitution, and to the obligations of the DDB Directors to act in the best interests of DDB and all DDB Shareholders.

In particular, if AFS obtains control (but not 100%) of DDB, the "related party" provisions of Chapter 2E of the Corporations Act (and the Listing Rules) will apply.

AFS would only make a decision on its courses of action in these circumstances after it receives appropriate legal and financial advice on such matters, including in relation to any requirements for DDB Shareholder approval.

## 6.5 Intentions upon becoming able to compulsorily acquire DDB Shares

This Section sets out AFS' current intentions if it and its Associates have a Relevant Interest in 90% or more of all DDB Shares and are entitled to proceed to compulsory acquisition of the outstanding DDB Shares on issue.

**(a) Compulsory acquisition**

If it becomes entitled to do so under the Corporations Act, AFS may:

- (i) give notices to compulsorily acquire any outstanding DDB Shares in accordance with section 661B of the Corporations Act (compulsory acquisition power following takeover bid), including any DDB Shares which are issued as a result of the vesting and exercise of DDB Performance Rights and/or DDB Options after the end of the Offer Period and in the 6 weeks after AFS gives the compulsory acquisition notices; and
- (ii) if necessary, give notices to compulsorily acquire any outstanding DDB Shares in accordance with section 664C of the Corporations Act (general compulsory acquisition power).

If it is required to do so under section 662A and section 663A of the Corporations Act, AFS intends to give notices to DDB Shareholders offering to acquire their DDB Shares, in accordance with section 662B and section 663C of the Corporations Act.

(b) **Directors**

AFS intends to ~~review the composition of~~ procure the appointment of an AFS nominee or nominees to the DDB Board ~~and may in the future~~ to better understand the DDB business and operations as noted in Section 6.3.

AFS also intends to undertake a review of the skills matrix of the current non-executive DDB Directors and may make appropriate adjustments to non-executive DDB Directors following completion of that review. However, AFS has no intention of making any changes with respect to the executive DDB Directors or the executive team of DDB.

Upon completion of the review, AFS may also reconstitute the DDB Board with additional nominees of AFS. ~~These~~, taking into account a variety of factors including governance and oversight by AFS, and the experience of such nominees.

The relevant nominees have not yet been identified by AFS. A final decision on the selection of AFS' nominees will be made in light of the circumstances at the relevant time.

(c) **Listing on ASX**

Upon acquiring ownership of 100% of DDB, AFS may seek to have DDB removed from the official list of ASX. AFS may also seek to change the status of DDB from a public company limited by shares to a proprietary company limited by shares.

(d) **Operational review**

Following the close of the Offer, if AFS is entitled to acquire 90.1% or more, AFS intends to conduct a review of the operations, assets, structure and employees of DDB in light of that information to identify:

- (i) business opportunities and areas of revenue generation which may provide overall strategic operational benefit;
- (ii) areas of costs saving which may provide overall strategic and operational benefit; and
- (iii) any business or businesses which do not fit into the strategic plan for DDB and to evaluate the best and most appropriate way of organising such business or businesses.

Final decisions will only be reached after that review and in light of all material facts and circumstances, noting that AFS's current understanding is that there is no need to change what DDB's business does and how it operates.

While AFS does not currently have any specific intentions in relation to this review or its outcomes, and does not intend to change the nature of the business, its current expectation is that the review will focus on identifying the most effective means of utilising DDB's assets and maximising the investment AFS has made in DDB.

**(e) Employees**

AFS understands that DDB's management and employees have contributed to DDB's success, and are a key component to DDB's ability to service customers and clients. Accordingly, AFS does not intend to make significant changes to the employment of the present employees of DDB. Nonetheless, AFS would review the future employment of the present employees of DDB after the close of the Offer, having regard to its plans for DDB and upon completing the review referred to above at Section ~~6.4(d)~~ 6.4(c).

**(f) New employee incentive securities plan**

AFS intends to review the current employee incentive securities plan and introduce a new incentive plan with broader application to employees of DDB to better align the interests of DDB employees with that of DDB and DDB Shareholders.

**6.6 Limitations on intentions**

The intentions and statements of future conduct set out in this Section 6 must be read as being subject to:

- (a) the law (including the Corporations Act) and the Listing Rules, including, in particular, the requirements of the Corporations Act and the Listing Rules in relation to conflicts of interest and "related party" transactions given that, if AFS obtains control of DDB but does not acquire all of the DDB Shares, it will be treated as a related party of DDB for these purposes;
- (b) the legal obligation of the DDB Directors at the time, including any nominees of AFS, to act in good faith, in the best interest of DDB and for the proper purposes and to have regard to the interests of DDB Shareholders; and
- (c) the outcome of reviews referred to in Sections 6.3, 6.4(b) and 6.4(d).

Accordingly, this Section 6 must be read and understood on this basis.

**7. Funding of cash consideration****7.1 Consideration under the Offer**

The consideration for the acquisition of DDB Shares to which the Offer relates will be satisfied by the payment of cash (in Australian dollars).

Based on the number of DDB Shares, DDB Performance Rights and DDB Options on issue as at the date of the Announcement, and noting that AFS already has ~~27,633,000~~ 47,289,574 DDB Shares as at the date of the ~~Announcement~~ this Bidder's Statement, the maximum amount of cash consideration that would be payable by AFS under the Offer if all DDB Performance Rights and DDB Options were exercised and acceptances were received for all DDB Shares which AFS or its Associates do not already own, is approximately A\$~~33,536,669.28~~ \$27,810,469.68, not including transaction costs.

**7.2 Overview of AFS funding arrangements**

AFS will fund the maximum cash consideration including associated transaction costs under the Offer (**Aggregate Amount**) from existing cash reserves held by AFS.

AFS has available to it, at call, cash reserves in excess of the maximum cash

consideration required under the Offer, and therefore it will be able to pay the cash consideration including any relevant transaction costs pursuant to the Offer.

AFS has allocated a sufficient amount of its cash reserves to satisfy the maximum cash consideration required under the Offer, and such allocation is not otherwise required for any other arrangements or obligations. AFS does not anticipate any significant cash disbursements or expenditures which may impact the availability of funds during the Offer Period.

### 7.3 Payment of cash consideration

Having regard to the matters set out above, AFS is of the opinion that it has a reasonable basis for forming, and it holds, the view that it will be able to pay cash consideration including any relevant transaction cost pursuant to the Offer. The Offer is not subject to any financing conditions.

## 8. Taxation information

The following is a general description of Australian income and capital gains tax consequences for DDB Shareholders of the acceptance of the Offer and does not take into account the specific circumstances of any particular DDB Shareholder. It does not constitute tax advice and should not be relied upon as such. All DDB Shareholders should seek independent professional advice on the consequences of their disposal of DDB Shares, based on their particular circumstances.

The outline reflects the current provisions of the *Income Tax Assessment Act 1936* (Cth) and the *Income Tax Assessment Act 1997* (Cth) (collectively, **the ITAA**) and the regulations made under those Acts. The outline does not otherwise take into account or anticipate any changes in the law, whether by way of judicial decision or legislative action, nor does it take into account tax legislation from countries apart from Australia.

The comments below are not exhaustive of all possible Australian tax considerations that could apply to DDB Shareholders. In particular, the comments are relevant to those DDB Shareholders who are individuals, complying superannuation entities and companies that hold their investments on capital account. The tax treatment for DDB Shareholders who may hold their investments on revenue account, such as banks and other trading entities, has not been addressed. In addition, these comments do not take into account the circumstances of DDB Shareholders who acquired their DDB Shares in respect of their, or an Associate's, employment with DDB or any member of the DDB group.

For DDB Shareholders who are non-residents of Australia for tax purposes, it is assumed that the DDB Shares are not held, and never have been held or used at any time, as an asset in carrying on a business through a permanent establishment of that DDB Shareholder in Australia. It is further noted that these comments do not address the position for DDB Shareholders who are partnerships, tax exempt organisations, temporary residents, have a functional currency for Australian tax purposes other than an Australian functional currency, who are subject to the taxation of financial arrangements rules in Division 230 of the ITAA in relation to gains and losses on their DDB Shares, or are subject to the Investment Manager Regime under Subdivision 842-I of the ITAA in respect of their DDB Shares.

### 8.1 Australian resident DDB Shareholders

The acceptance of the Offer in respect of a DDB Share will result in a disposal for CGT purposes of that DDB Share by the relevant DDB Shareholder. The disposal will trigger CGT Event A1. An Australian resident DDB Shareholder should make a capital gain at the time of that CGT Event if the capital proceeds received on disposal exceed the cost base of the DDB Share. An Australian resident DDB Shareholder should make a capital loss at



the time of that CGT Event if the capital proceeds received on disposal are less than the reduced cost base of the DDB Share.

In broad terms, the capital proceeds should include the Offer Price (being A\$0.28 per DDB Share) a DDB Shareholder receives by accepting the Offer.

The cost base and reduced cost base (in the case of a capital loss) of a DDB Share is generally the amount the Australian resident DDB Shareholder paid for the DDB Share (including incidental costs of acquisition and disposal). In some cases, there may be financing costs of ownership that will form part of the cost base of the DDB Share.

However, if a DDB Share was acquired (for CGT purposes) at or before 11:45 am on 21 September 1999, the cost base may be indexed for inflation, by reference to changes in the Consumer Price Index from the calendar quarter in which the DDB Share was acquired (for CGT purposes) until the calendar quarter ended 30 September 1999. DDB Shareholders who are individuals, complying superannuation entities or trustees of a trust must make an election if they wish to rely on indexation. Companies will be entitled to include the indexation without making an election. Indexation adjustments are taken into account only for the purposes of calculating a capital gain, and not a capital loss. Whether it is better for any given DDB Shareholder to make the indexation election or not will depend upon the particular DDB Shareholder's individual circumstances. Further, the CGT discount rules (see below) are not available for capital gains made on a DDB Share where indexation applies to the relevant DDB Share. DDB Shareholders should consult their own tax advisers in this regard.

If a DDB Share was acquired (for CGT purposes) after 11:45 am on 21 September 1999, the capital gain or loss is generally calculated on the difference between the capital proceeds and cost base for the DDB Share, with no indexation.

The taxable amount of any capital gain may be reduced if the CGT discount applies. If an Australian resident DDB Shareholder is an individual, a complying superannuation entity or a trustee, the amount of the Australian resident DDB Shareholder's capital gain may be reduced by the relevant CGT discount. If an Australian resident DDB Shareholder who is an individual or trustee applies the CGT discount method, the shareholder's taxable capital gain (after offsetting any current year capital losses or carry forward net capital losses from previous income years) will be reduced by one half (or one third if the Australian resident DDB Shareholder is a complying superannuation entity). The CGT discount rules are not available for capital gains made on a DDB Share where indexation applies to the relevant DDB Share.

The CGT discount is not available to an Australian resident DDB Shareholder that is an individual, a complying superannuation entity, or a trustee where the disposal occurs in the first 12 months after the acquisition (for CGT purposes) of the relevant DDB Share. That is, the DDB Share must have been held for at least 12 months (for CGT purposes) prior to accepting the Offer for the CGT discount to be available for that DDB Share. If the Australian resident DDB Shareholder is a company, the CGT discount is not available at any time.

The above comments do not apply to DDB Shareholders who buy and sell shares in the ordinary course of business, or those who acquired the shares for resale at a profit. In those cases, any gain will generally be taxed as ordinary income. All DDB Shareholders should seek their own advice.

## **8.2 Non-resident DDB Shareholders**

A DDB Shareholder who is not a resident of Australia for tax purposes and who has never used their shares at any time in carrying on a business through a permanent establishment in Australia will generally not have to pay Australian tax on any capital gain made when disposing of DDB Shares unless the shares in DDB are 'indirect Australian real property interests'. DDB Shares will be 'indirect Australian real property interests' where both of the

following requirements are satisfied:

- (a) the interest held in DDB is a "non-portfolio" interest; and
- (b) the DDB Shares pass the "principal asset test" at the time of disposal.

If either of these elements is absent, any capital gain made on the disposal of the DDB Shares should not be subject to income tax in Australia.

A non-resident DDB Shareholder will hold a "non-portfolio interest" in DDB if (together with Associates) they own (at the time of the disposal for CGT purposes), or owned, throughout a 12 month period during the 2 years preceding the sale (for CGT purposes) of their DDB Shares, 10% or more of all of the shares in DDB.

The DDB Shares would pass the "principal asset test" if the market value of DDB's direct and indirect interests in Australian real property (including leases of land, if the land is situated in Australia, and Australian mining, quarrying or prospecting rights) is more than the market value of its other assets at the time a non-resident DDB Shareholder accepts the Offer.

Given the nature of the DDB's assets, it is unlikely that it would pass the "principal asset test", however this should be determined definitively in the event that a non-resident DDB shareholder's interest passes "non-portfolio" interest test. If a non-resident DDB Shareholder buys and sells shares in the ordinary course of business, or acquired the shares for resale at a profit, any gain could be taxed in Australia as ordinary income and not as a capital gain, subject to the provisions of the relevant Double Tax Treaty which may apply to the shareholder. Again, non-resident DDB Shareholders should seek their own advice.

Non-resident DDB Shareholders should seek advice from their taxation advisor as to the taxation implications of accepting the Offer in their country of residence (as well as any Australian taxation implications).

### **8.3 Foreign resident capital gains withholding**

Broadly, under the 'foreign resident capital gains withholding' (FRCGTW) regime, a purchaser of shares may have an obligation to withhold and pay to the Australian Taxation Office an amount equal to 12.5% of the purchase price for each share under section 14-200 of Schedule 1 of the *Taxation Administration Act 1953* (Cth) (TAA).

AFS does not expect to withhold any amount from the Offer Price on account of FRCGTW on the basis that the acquisition of each DDB Share will occur through acceptance of the Offer which will result in the acquisition occurring on an approved stock exchange (being, the ASX). The acquisition should therefore be an 'excluded transaction' for the purposes of the FRCGTW regime.

### **8.4 Stamp duty**

No stamp duty will be payable by DDB Shareholders in respect of a transfer of their DDB Shares under the Offer. AFS will pay the stamp duty (if any) payable in Australia on the transfer of DDB Shares under the Offer.

### **8.5 Goods & Services Tax**

The DDB Shareholders' transfer of their DDB Shares under the Offer should not be subject to GST.

## **9. Other material information**

## 9.1 Consents

AFS has given, and has not before the date of this Bidder's Statement withdrawn, its written consent:

- (a) to be named in this Bidder's Statement in the form and context in which it is named; and
- (b) to statements made by it in the Bidder's Statement, or statements said in the Bidder's Statement to be based on statements by it, in the form and context in which those statements are included in the Bidder's Statement.

Gadens Lawyers has given, and has not before the date of this Bidder's Statement withdrawn, its written consent to be named in this Bidder's Statement as legal adviser to AFS in respect of the Offer.

FinClear, as Broker have given, and have not before the date of this Bidder's Statement withdrawn, their written consent to be named as a Broker in this Bidder's Statement in respect of the Offer.

Each person named in this Section 9.1 as having given its consent to the inclusion of a statement or being named in this Bidder's Statement:

- (a) does not make, or purport to make, any statement in this Bidder's Statement or any statement on which a statement in this Bidder's Statement is based other than, in the case of a person referred to above as having given their consent to the inclusion of a statement included in this Bidder's Statement with the consent of that person; and
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Bidder's Statement, other than a reference to its name and, in the case of a person referred to above as having given their consent to the inclusion of a statement, any statement which has been included in this Bidder's Statement with the consent of that party.

## 9.2 Announcement of Offer

The text of the Announcement of the Offer, which was announced by ASX on 26 July 2024, is set out in the Annexure.

## 9.3 No other material information

Except as set out in this Bidder's Statement, there is no other information that is material to the making of the decision by a holder of DDB Shares whether or not to accept the Offer which is known to AFS and has not previously been disclosed to DDB Shareholders.

## 9.4 ASIC modifications

AFS has not obtained from ASIC any modifications to, nor exemptions from, the Corporations Act in relation to the Offer. However, ASIC has published various instruments providing modifications and exemptions that apply generally to all persons, including AFS, and on which AFS may rely.

This Bidder's Statement includes statements which are made in, or based on statements made in, documents lodged with ASIC or given to ASX, without obtaining specific consents, pursuant to the section 636(3) of the Corporations Act as modified by ASIC *Corporations (Takeovers Bids) Instrument 2023/683*. AFS will, within 2 Business Days of the request, make available a copy of these documents (or of relevant extracts from these

documents) free of charge to DDB Shareholders who request it during the Offer Period.

If you would like to obtain a copy of these documents (or the relevant extracts), please contact please contact Daniel Musson on 1800 517 210 between 9am and 5pm (AEST) on Business Days.

As permitted by *ASIC Corporations (Consents to Statements) Instrument 2016/72 (Corporations Instrument 2016/72)*, this Bidder's Statement may include or be accompanied by certain statements:

- (a) which fairly represent what purports to be a statement by an official person;
- (b) which are a correct and fair copy of, or extract from, what purports to be a public official document; or
- (c) which are a correct and fair copy of, or extract from, a statement which has already been published in a book, journal or comparable publication.

In addition, as permitted by Corporations Instrument 2016/72, this Bidder's Statement contains security price trading data sourced from Yahoo Finance AU.

## 9.5 On-market acquisitions by AFS

Subject to the requirements of the Corporations Act, AFS may acquire DDB Shares on market at prices at or below the Offer Price during normal trading on the ASX.

Any such purchases by AFS will be disclosed to the ASX in substantial shareholder notices which AFS is required to lodge under the Corporations Act.

DDB Shareholders who sell their DDB Shares on the ASX will receive payment from their Broker. Settlement of trades on the ASX is on a T+2 basis.

DDB Shareholders who sell DDB Shares on the ASX cannot subsequently accept the Offer in respect of their DDB Shares sold on the ASX. In addition, DDB Shareholders who sell DDB Shares on the ASX may incur brokerage charges which they may not incur if they accept the Offer.

## 10. The Offer

### 10.1 General Terms

- (a) As announced to ASX by FinClear in the Announcement, AFS is making an Offer under an on-market takeover bid to acquire all DDB Shares which exist (or will exist) and are listed for quotation on ASX at any time during the Offer Period.
- (b) AFS offers to acquire all of your DDB Shares on the terms and conditions set out in this Bidder's Statement.
- (c) The consideration offered for each of your DDB Shares is A\$0.28 in cash. In accordance with the Corporations Act, AFS may vary the Offer Price at any time except during the final 5 Trading Days of the Offer Period.
- (d) You can sell your DDB Shares from 10:00 am (Melbourne time) on the Announcement Date of 26 July 2024. FinClear will acquire in the market on behalf of AFS all DDB Shares offered at the Offer Price.
- (e) The Offer is not subject to any conditions.

**10.2** **Best and final Offer Price**

The Offer Price of A\$0.28 per DDB Share is best and final and will not be increased.

**10.3** **10.2 Offer Period**

Unless withdrawn, this Offer will remain open for acceptance during the period commencing on the date of this Offer, being 9 August 2024, and ending at 4.00 pm (Melbourne time) on the later of 9 September 2024 and any date to which the Offer Period is extended in accordance with the Corporations Act. AFS expressly reserves its rights to extend the Offer Period in accordance with the Corporations Act.

Notwithstanding the commencement of the formal Offer Period noted above, FinClear will acquire in the market on behalf of AFS all DDB Shares offered at the Offer Price from 10:00 am (Melbourne time) on the Announcement Date of 26 July 2024, so you can sell your DDB Shares at the Offer Price immediately.

**10.4** **10.3 Extension of Offer Period**

The Offer Period will be automatically extended by law if AFS' Voting Power in DDB increases to more than 50% during the last 7 days of the Offer Period. In this case, the Offer Period will end on the 14<sup>th</sup> day after AFS' Voting Power in DDB increases to more than 50%.

**10.5** **10.4 Payment by AFS**

In accordance with the usual rules for settlement of transactions which occur on-market on ASX, if you sell your DDB Shares in accordance with Section 2, you will be paid on a T+2 basis (being 2 Trading Days after your acceptance).

**10.6** **10.5 Withdrawal of Offer**

AFS may withdraw the Offer in respect of unaccepted Offers at any time:

- (a) with the written consent of ASIC and subject to the conditions (if any) specified in such consent;
- (b) where a Prescribed Occurrence occurs, if at the time of the Prescribed Occurrence AFS' Voting Power in DDB is at or below 50%; or
- (c) where DDB experiences an Insolvency Event.

Notice of withdrawal of the Offer must be given by AFS to ASX.

**10.7** **10.6 Variation**

AFS may vary this Offer in accordance with the Corporations Act. If you have sold your DDB Shares prior to any such announcement you will not receive any benefit from the variation.

**10.8** **10.7 Brokerage, stamp duty and other costs**

If your DDB Shares are registered in an Issuer Sponsored Holding in your name, the relevant Broker you instruct to initiate acceptance on your behalf may charge transactional fees or service charges in connection with acceptance of the Offer.

If your DDB Shares are registered in a CHESS Holding or if you are a beneficial holder and your DDB Shares are registered in the name of a Broker, bank, custodian or other

nominee (i.e. the Controlling Participant), the Controlling Participant may charge transactional fees or service charges in connection with acceptance of the Offer.

Accordingly, you should ask your Broker or Controlling Participant (as applicable) in relation to brokerage which may be charged in connection with your acceptance of the Offer.

All costs and expenses of the preparation, dispatch and circulation of this Offer and all stamp duty payable (if any) on the transfer of your DDB Shares in respect of which the Offer is accepted will be paid by AFS.

#### 10.9

#### ~~10.9~~ Notice and return of documents

Subject to the Corporations Act, a notice or other communication given by AFS to you in connection with the Offer will be deemed to be duly given if it is in writing and is signed or purports to be signed on behalf of AFS by any director of AFS and:

- (a) is delivered at your address as recorded in the register of DDB Shareholders; or
- (b) is sent by prepaid ordinary post, or in the case of any address outside Australia, by prepaid airmail, to you at your address as recorded in the register of DDB Shareholders.

A notice to be given to AFS by you in connection with the Offer will be deemed to be duly given to AFS if it is in writing and is delivered or sent by post to AFS (or other means provided for in this Bidder's Statement) to the following address:

Australian Meat Industry Superannuation Pty Ltd  
Level 9, 33 York Street  
Sydney NSW 2000.

Attention: Rebecca Fletcher

registry@ausfoodsuper.com.au

#### 10.10

#### ~~10.9~~ Governing Law

This Offer and any contract that results from your acceptance of this Offer are governed by the laws in force in Victoria.

## 11. Definitions and Interpretation

### 11.1 Definitions

In this Bidder's Statement (including the Annexures), unless the context otherwise requires:

<b>AFS</b>	means 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.
<b>Announcement</b>	means the announcement of the Offer set out in the Annexure.
<b>Announcement Date</b>	means 26 July 2024.
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>Associate</b>	has the meaning given in section 12 of the Corporations Act.
<b>ASX</b>	means ASX Limited ACN 008 624 691 or, as the context requires, the financial market operated by it.
<b>ASX Settlement</b>	means ASX Settlement Pty Ltd ACN 008 504 532.
<b>ASX Settlement Operating Rules</b>	means the operating rules of ASX Settlement, as amended from time to time.
<b>Bidder's Statement</b>	means this bidder's statement, being the statement of the bidder, AFS, under Part 6.5 Division 2 of the Corporations Act relating to the Offer.
<b>Broker</b>	means a person who is a share broker and a participant in CHES.
<b>Business Day</b>	means a day that is not a Saturday, Sunday, public holiday or bank holiday in Melbourne, Victoria, Australia.
<b>CGT</b>	means capital gains tax.
<b>CHES</b>	means Clearing House Electronic Sub-register System which provides for electronic transfer, settlement and registration of securities in Australia.
<b>CHES Holding</b>	has the meaning given to it in the ASX Settlement Operating Rules.
<b>Controlling Participant</b>	means the person who is designated as the controlling participant for shares in a CHES Holding in accordance with the ASX Settlement Operating Rules.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>DDB</b>	means Dynamic Group Holdings Limited ACN 640 888 213 (ASX:DDB).
<b>DDB Board or DDB Directors</b>	means the board of directors of DDB.

<b>DDB Option</b>	means an option to acquire a DDB Share upon exercise of that option.
<b>DDB Performance Right</b>	means a right to be issued, upon the satisfaction of certain conditions or milestones, a DDB Share.
<b>DDB Share</b>	means a fully paid ordinary share in DDB, and all Rights attaching to that share.
<b>DDB Shareholder</b>	means a holder of DDB Shares who is able to accept the Offer.
<b>EBITDA</b>	means earnings before interest, tax, depreciation and amortisation.
<b>FinClear</b>	means FinClear Execution Limited ACN 061 751 102.
<b>GST</b>	means goods and services tax, imposed under the <i>A New Tax System (Goods and Services Tax) Act 1999</i> (Cth) and the related imposition acts of the Commonwealth of Australia.
<b>Insolvency Event</b>	<p>means any of the events set out in section 652C(2) of the Corporations Act, being:</p> <ul style="list-style-type: none"> <li>• a liquidator or provisional liquidator of DDB or a subsidiary being appointed;</li> <li>• a court makes an order for the winding up of DDB or of a subsidiary;</li> <li>• an administrator of DDB, or of a subsidiary, is appointed under section 436A, 436B or 436C of the Corporations Act;</li> <li>• DDB or a subsidiary executes a deed of company arrangement; or</li> <li>• a receiver, or a receiver and manager, is appointed in relation to the whole, or a substantial part, of the property of DDB or a subsidiary.</li> </ul>
<b>Issuer Sponsored Holding</b>	means a holding of DDB Shares on DDB's issuer sponsored sub-register.
<b>Listing Rules</b>	means the official listing rules of ASX, as amended from time to time.
<b>Market Participant</b>	has the meaning given to it in the ASX Settlement Operating Rules.
<b>Melbourne time</b>	means the time observed in Melbourne, Victoria.
<b>Offer</b>	means the Offer by AFS to acquire DDB Shares on the terms set out in Section 10 and pursuant to this Bidder's Statement.
<del>Offer information line</del>	<del>means Daniel Musson on 1800 517 210 who can be reached between 9:00 am to 5:00 pm (AEST) on Business Days</del>
<b>Offer Period</b>	means the period commencing on 9 August 2024 and ending at 4.00 pm (Melbourne time) on 9 September 2024, or such later date to which the Offer has been extended.



<b>Offer Price</b>	means A\$0.28 per DDB Share.
<b>Prescribed Occurrence</b>	<p>means the occurrence of any of the following events set out in section 652C(1) of the Corporations Act being:</p> <ul style="list-style-type: none"><li>• DDB converting all or any of the DDB Shares into larger or smaller numbers of shares under section 254H of the Corporations Act;</li><li>• DDB or any of its subsidiaries resolving to reduce its share capital in any way;</li><li>• DDB or any of its subsidiaries entering into a buy- back agreement or resolving to approve the terms of a buy-back agreement under section 257C(1) or 257D(1) of the Corporations Act;</li><li>• DDB or any of its subsidiaries issuing shares, or granting an option over its shares, or agreeing to make such an issue or grant such an option;</li><li>• DDB or any of its subsidiaries issuing, or agreeing to issue, convertible notes;</li><li>• DDB or any of its subsidiaries disposing or agreeing to dispose of the whole, or a substantial part, of its business or property;</li><li>• DDB or any of its subsidiaries granting, or agreeing to grant, a security interest in the whole, or a substantial part, of its business or property; and</li><li>• DDB or any of its subsidiaries resolving to be wound up.</li></ul>
<b>Relevant Interest</b>	has the meaning given to it in section 9 of the Corporations Act.
<b>Rights</b>	means all accretions to and rights attaching to the relevant DDB Shares at or after the date of this Bidder's Statement (including, but not limited to, all dividends and all rights to receive dividends and to receive and subscribe for shares, stock units, notes or options declared, paid or issued by DDB).
<b>Target's Statement</b>	means the target's statement to be issued by DDB in response to this Bidder's Statement in accordance with the Corporations Act.
<b>Trading Days</b>	has the meaning given to it in the Listing Rules.
<b>Voting Power</b>	has the meaning given to it in section 610 of the Corporations Act.
<b>VWAP</b>	means volume weighted average price.

## 11.2 Interpretation

Words and phrases used in this Bidder's Statement have the same meaning (if any) as given to them by the Corporations Act, the Listing Rules or the ASX Settlement Operating Rules unless that meaning is inconsistent with the context in which the term is used.

In this Bidder's Statement (including the Offer), the following principles of interpretation apply unless the context otherwise requires:

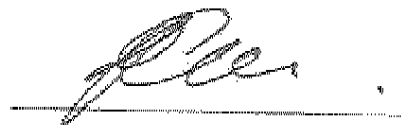
- (a) words importing one gender include other genders;
- (b) words (including defined terms) importing the plural include the singular and vice versa;
- (c) a reference to a person includes a reference to a corporation;
- (d) headings are for convenience only and do not affect the interpretation of this Bidder's Statement;
- (e) reference to Sections and Appendices are to Sections and Appendices of this Bidder's Statement and Appendices to this Bidder's Statement form part of this Bidder's Statement;
- (f) all references to time in this Bidder's Statement are to Melbourne, Victoria, time unless expressly specified otherwise; ~~and~~
- (g) references to "Australian dollars", "AUD", "\$", "dollar" "A\$", or cents are references to Australian currency unless expressly specified otherwise; and
- (h) a reference to "this Bidder's Statement", the "date of this Bidder's Statement" or similar expressions are references to this replacement Bidder's Statement.

## 12. Approval of Bidder's Statement

The copy of this Bidder's Statement to be lodged with ASIC has been approved by a resolution of the directors of AFS.

Dated: ~~26 July~~ 7 August 2024

**Signed** on behalf of **Australian Meat Industry Superannuation Pty Ltd** as trustee for the **Australian Meat Industry Superannuation Trust**



**Gregory Camm**

Director

Australian Meat Industry Superannuation Pty Ltd as trustee for the  
Australian Meat Industry Superannuation Trust

**Annexure      Announcement to ASX of the Offer**



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

Sydney | Level 8, 118 Mount Street, North Sydney NSW 2060 | +61 2 8039 6000

Melbourne | Level 5, 380 Collins Street, Melbourne VIC 3000 | +61 3 9081 3486

Perth | Level 8, 5 Mill Street, Perth WA 6000 | +61 8 9674 9999

[finclear.com.au](http://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.

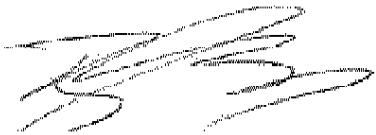
**The Shares**

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:

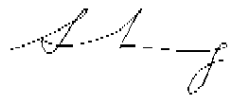
- in so far as the Bidder is aware, there are 139,039,899 Shares on issue, all of which are quoted on ASX;
- the Bidder has a relevant interest in 27,633,000 Shares on issue, which represents 19.87% of all Shares on issue; and
- the Bidder has voting power in 19.87% of all Shares on issue.

Signed on behalf of **FinClear Execution Limited**



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**Tony Lynch**  
Director



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**Jessica Leong**  
Company Secretary

## **Corporate Directory**

### **AFS**

Suite 1, Level 9  
33 York Street  
Sydney, NSW 2000  
AUSTRALIA

### **Broker to the Offer**

FinClear Execution  
Level 8  
118 Mount Street  
North Sydney NSW 2060  
AUSTRALIA

### **Legal Adviser**

Gadens Lawyers  
Level 13, Collins Arch  
447 Collins Street  
Melbourne VIC 3000  
AUSTRALIA