



Australian Government

Takeovers Panel

MEDIA RELEASE

No: TP17/33

Tuesday, 27 June 2017

Lepidico Limited – Panel Application Withdrawn

The Panel has consented to a request by the Australian Securities and Investments Commission to withdraw its application to the Panel dated 6 June 2017 in relation to the affairs of Lepidico Limited. Lepidico was the subject of an off-market takeover bid by Lithium Australia NL (see [TP17/28](#)). ASIC sought consent to withdraw its application after Lithium took actions to address the concerns ASIC had raised.

On 28 March 2017, Lepidico lodged its target's statement recommending that Lepidico's shareholders reject the offer. Lepidico's independent expert, BDO Corporate Finance (WA) Pty Ltd, prepared an independent expert's report and opined the bid was "neither fair nor reasonable".

Lithium engaged Leadenhall Corporate Advisory Pty Ltd to undertake a review of BDO's independent expert's report.

On 7 April 2017, Lithium lodged a second supplementary bidder's statement that stated, among other things, that "*Leadenhall believes that BDO's opinion should have been that Lithium Australia's Takeover Offer is FAIR AND REASONABLE*". Leadenhall's report reviewing BDO's independent expert's report accompanied Lithium's second supplementary bidder's statement.

ASIC submitted (among other things) that:

- Leadenhall did not have objectively reasonable grounds to provide an opinion on the takeover offer and is not an 'independent' expert and
- Leadenhall's statement of opinion was likely misleading.

On 15 June 2017, Lithium issued its fourth supplementary bidder's statement where it retracted the Leadenhall report.

On 19 June 2017, Lithium's takeover bid for Lepidico closed.

On 22 June 2017, Lithium made a market announcement disclosing that a letter would be sent to those Lepidico shareholders who had accepted Lithium's offer between 7 April 2017 and 15 June 2017 which offered withdrawal rights to those shareholders.

The Panel is satisfied that given the change in circumstances it is not against the public interest to consent to the applicant withdrawing its application.

The sitting Panel appointed to consider this matter was Alex Cartel, Elizabeth Hallett (sitting President) and Rebecca Maslen-Stannage.

The Panel will publish its reasons for the decision in due course on its website
www.takeovers.gov.au.

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