



First Supplementary Target's Statement of  
UIL Energy Limited

ACN 153 352 160

In relation to the  
Offers

By

Strike Energy Limited

ACN 078 012 745

through its wholly owned subsidiary Strike West Holdings Pty Ltd ACN 616 395 398  
to acquire all of your fully paid shares and CPS in UIL Energy Limited.

The UIL Energy Independent Director continues to  
recommend that you **ACCEPT** the Offers  
(in the absence of a superior proposal)

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION.

It should be read in its entirety. If you are in doubt about how to deal with this document, you  
should consult your legal, financial or other professional adviser immediately.

**FIRST SUPPLEMENTARY TARGET'S STATEMENT BY  
UIL ENERGY LIMITED  
ACN 153 352 160  
IN RESPONSE TO THE OFF-MARKET TAKEOVER BIDS BY STRIKE WEST HOLDINGS PTY  
LTD (A WHOLLY OWNED SUBSIDIARY OF STRIKE ENERGY LIMITED) FOR  
ALL OF YOUR SHARES AND ALL OF YOUR CPS IN UIL ENERGY LIMITED**

**1. Introduction**

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This document is the first Supplementary Target's Statement under section 644 of the *Corporations Act 2001* (Cth) (**Corporations Act**) dated 5 December 2018 (**First Supplementary Target's Statement**) issued by UIL Energy Limited ACN 153 352 160 (**UIL Energy**), in relation to the off-market takeover bids for all of the fully paid ordinary shares (**Share Offer**) and CPS in UIL Energy (together the **Offers**) by Strike West Holdings Pty Ltd ACN 616 395 398 (**Strike West**), a wholly owned subsidiary of Strike Energy Limited ACN 078 012 745 (**Strike Energy**).

This document supplements, and should be read together with UIL Energy's Target's Statement lodged with the Australian Securities and Investments Commission (**ASIC**) on 7 November 2018 (**Target's Statement**). Unless the context requires otherwise or separately defined in this First Supplementary Target's Statement, terms defined in the Target's Statement have the same meaning in this First Supplementary Target's Statement.

A copy of the First Supplementary Target's Statement was lodged with ASIC and given to ASX on 5 December 2018. Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this First Supplementary Target's Statement.

This is an important document and requires your immediate attention. If you are in any doubt as to how to deal with this document you should consult your financial or legal adviser as soon as possible.

**2. Updated Intentions of Strike Energy and Strike West for UIL Energy's permits**

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As set out in section 7.4(c) of the Bidder's Statement, Strike West intends to procure that UIL Energy continues its progress towards satisfaction of the work commitments across the UIL Energy portfolio, and contemporaneously, work with the regulator with a view to securing a suspension and extension of the permit commitments from the Minister so as to allow further time to satisfy those commitments.

At section 2.6 of the Supplementary Bidder's Statement, Strike West provides that having regard to:

- the impact of the proposed lifting of the WA fracking moratorium on UIL Energy's granted southern permits;
- the relatively substantial work commitments due to be satisfied in 2019 across UIL Energy's granted southern permits; and
- the net amount raised under the Capital Raising (as that term is defined in the Supplementary Bidder's Statement),

Strike Energy intends to work with the regulator to secure additional time to deliver the 2019 work program for UIL Energy's granted southern permits should Strike Energy not be able to procure the full funding required to complete those commitments within the required timeframes.

Further, the Supplementary Bidder's Statement notes that there is no guarantee the Minister will grant an extension and suspension for any or all of the UIL Energy permit commitments, in which case there is a risk of forfeiture of the relevant permits.

UIL Energy encourages UIL Energy Securityholders to read section 2.6 of the Supplementary Bidder's Statement.

### **3. Delisting of UIL Energy**

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Section 7.4(a) of the Bidder's Statement states that if the 50.1% minimum acceptance condition is satisfied, but Strike West does not become entitled to compulsorily acquire the remaining UIL Energy Shares, Strike West intends to maintain the listing of UIL Energy on ASX for so long as UIL Energy meets the requirements of the ASX Listing Rules for maintaining a listing, including there being a sufficient spread of UIL Energy Shareholders.

Section 2.7 of the Supplementary Bidder's Statement states that in light of the current level of acceptances under the Share Offer, and the relatively low number of UIL Energy Shareholders holding marketable parcels who have not accepted the Share Offer, Strike Energy intends to seek the removal of UIL Energy from the official list of the ASX if it becomes entitled to do so.

UIL Energy encourages UIL Energy Securityholders to read section 2.7 of the Supplementary Bidder's Statement.

As at the date of this First Supplementary Target's Statement, total acceptances under the Share Offer are 66.27%. As set out in the Target's Statement, there are risks in not accepting the Offers (refer to page 7 of the Target's Statement).

Mr Stephen Bizzell, the UIL Energy independent director (**Independent Director**), continues to recommend that UIL Energy Securityholders accept the Offers (in the absence of a superior proposal).

### **4. Change of Control**

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#### **4.1 Share Offer declared unconditional**

On 28 November 2018, Strike Energy announced that it had received acceptances of approximately 56% of the UIL Energy Shares on issue. Strike Energy also announced that it resolved to declare the Share Offer unconditional.

#### **4.2 Change of UIL Energy directors**

As a consequence of Strike Energy reaching total acceptances under the Share Offer in excess of 50.1% and the Share Offer being declared unconditional, Andrew Seaton and Stuart Nicholls were appointed as directors of UIL Energy effective immediately following the closure of UIL Energy's Annual General Meeting on 30 November 2018. At the same time, Simon Hickey, John de Stefani, Keith Skipper and Garry Marsden resigned as directors of UIL Energy. Stephen Bizzell remains a director of UIL Energy.

Strike Energy has now assumed control of the day to day operations of the UIL Energy business.

## 5. Extension of Offer Period

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UIL Securityholders should be aware that Strike Energy extended the Offer Period such that the Offers are now due to close at 7.00pm (Sydney time) on 14 December 2018 (unless the Offer Period is extended).

## 6. Lodgement with ASIC

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A copy of this First Supplementary Target's Statement was lodged with ASIC on 5 December 2018. This First Supplementary Target's Statement will prevail to the extent of any inconsistency with the Target's Statement.

Neither ASIC nor any of its officers takes any responsibility for the contents of this First Supplementary Target's Statement.

## 7. Additional Information

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As permitted by ASIC Class Order [CO 13/521] (**Class Order**) this First Supplementary Target's Statement contains statements which are made in, or based on statements made in, documents lodged with ASIC or given to ASX as set out below:

| Entity        | Announcement                          | Date of Announcement |
|---------------|---------------------------------------|----------------------|
| Strike Energy | Bidder's Statement - Strike Energy    | 24 October 2018      |
| Strike Energy | Offer for UIL Declared Unconditional  | 28 November 2018     |
| Strike Energy | STX: Supplementary Bidder's Statement | 4 December 2018      |

Pursuant to the Class Order, the consent of the parties making those statements is not required for, and those persons have not consented to, the inclusion of such statements in this First Supplementary Target's Statement. On request by a UIL Energy Securityholder during the Offer Period, UIL Energy will provide a copy of those documents (or the relevant parts of those documents) free of charge and within 2 Business Days of such request. To obtain a copy of any of those documents, or the relevant parts of those documents containing the statements, please call UIL Energy on 07 3007 9600 for callers within Australia or on +61 7 3007 9600 for callers outside Australia from Monday to Friday between 8.30am to 5.00pm (Brisbane time).

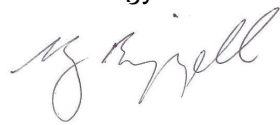
## 8. Approval

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This document has been approved by a resolution passed by the directors of UIL Energy Limited.

Dated: 5 December 2018

Signed for and on behalf of  
UIL Energy Limited



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Stephen Bizzell  
Non-executive Director