

Dear Mr. Mischewski,

9 April 2019

John Bridgeman Limited (The “Company” or “JBL”)

John Bridgeman Limited
Attn: Kevin Mischewski
Level 9, 123 Eagle Street
Brisbane, QLD, 4000
Australia

General Disclosure Query

The National Stock Exchange of Australia (NSX) refers to the off-market bids for Henry Morgan Limited and Benjamin Hornigold Limited first announced to the market on 10 September 2018¹ and note the following:

1 The Takeovers Panel's Reasons for Decisions², published on 4 March 2019, which states on page 17:

‘We consider our orders to require repayment of the \$4.5 million loan, and cancelling JBL’s bid for BHD if it is not repaid, protect the rights and interests of BHD shareholders and ensure that JBL’s bid for BHD proceeds in a way that it would have if this lock up was not entered into’

2 The Annual Report for the Company³ released to the market on 22 October 2018 states on page 72 that the Company is the parent entity of the following companies (the “Subsidiaries”):

- Bartholomew Roberts Pty Ltd
- JB Financial Group Pty Ltd (JBFG)
- Risk & Security Management Pty Ltd (RSM)
- IDS Group Pty Ltd
- Trademark Investigation Services
- Trademark Investigation Services (NZ) Limited
- Yates PI Pty Ltd
- Ashdale Integrity Solutions Pty Ltd
- JB Markets Pty Ltd
- HPH Holdings Pty Ltd
- JB Alpha Ltd
- King's Currency Exchange Pty Ltd
- Harnewei Pty Ltd
- JB Fintech Services Pty Ltd
- JB International Payments Pty Ltd
- JB Trading Services Pty Ltd
- Piggybk Holdings Pty Ltd
- Funz Holdings Pty Ltd
- JBFX Wholesale Pty Ltd
- JBFX Retail Pty Ltd
- JR Restaurants Australia Pty Ltd
- Birdzz Pty Ltd
- Advance Group Holdings Pty Ltd
- Capital Credit Pty Ltd (formerly Growth Point Capital Pty Ltd)
- Australian Legal Support Group Pty Ltd
- Genesis Proprietary Trading Pty Ltd
- Growth Point Capital Pty Ltd (formerly Schuh Group Finance Pty Ltd)
- Great Rate Finance Pty Ltd
- Risk & Security Management (NZ) Limited
- JB Credit Pty Ltd
- JB Trading House Pty Ltd
- JB Macro Funds Management Limited

Noting the Reasons of Decision made by the Takeovers Panel and the Company being a parent entity for Accounting Purposes please respond to the following queries:

¹ <https://www.nsx.com.au/ftp/news/021735682.PDF>

² https://www.takeovers.gov.au/content/Reasons_For_Decisions/2019/downloads/2019-ATP-001.pdf

³ <https://www.nsx.com.au/ftp/news/021735985.PDF>

- (a) Have there been any changes made by the Company to its Corporate Governance policies or internal controls which would be applicable to any future loan(s) between the Company, Henry Morgan Limited, Benjamin Hornigold Limited and/or any of its Subsidiaries? This may include updates to the Management Services Agreements already in place.
- (b) Did the Company seek legal advice about whether or not receiving loans from Benjamin Hornigold Limited (amount of \$1,134,000) and Henry Morgan Limited (amount of \$2,411,000) on 8 August 2018⁴ were related party transactions requiring shareholder approval under the Corporations Act? Please confirm what actions were taken by the Company to ensure that the loans entered into by the Company were not related party transactions requiring shareholder approval under the Corporations Act?
- (c) How does the Company, when acting in its capacity as an Investment Manager for Henry Morgan Limited and Benjamin Hornigold Limited, manage any conflicts (actual or perceived) that may arise in connection with loans issued between the Company and Henry Morgan Limited and Benjamin Hornigold Limited?
- (d) Please confirm any outstanding amounts owed to Benjamin Hornigold Limited and Henry Morgan Limited by the Company (including subsidiaries) as at the date of this letter?
- (e) Please confirm any outstanding amounts owed by Benjamin Hornigold Limited and Henry Morgan Limited to the Company (including Subsidiaries) as at date of this letter?
- (f) Given the related party transactions reported in the Company's financial reports, please confirm whether the Company is responsible for the Investment and Management decisions for any of the Subsidiaries noted above. If so which ones?
- (g) Does the Company believe it has complied with the Takeover Panel's order⁵ to return the \$4.5 million (including interest) to Benjamin Hornigold Limited within 20 days after the Commencement Date?

Your response should be provided no later than 4pm AEST on 11th April 2019. Your response will be released to the market along with a copy of this letter. If you wish to discuss the content of your response, please do not hesitate to contact me as soon as possible.

Please be reminded that the Issuer must comply with Chapter 6CA of the Corporations Act and Listing Rules Section IIA 6.4, 6.5 and 6.5A under continuous disclosure.

Yours sincerely

Ron Kaushik
Senior Manager, Market Surveillance

⁴ Page 5 of JBL's 2018 Annual Report

⁵ https://www.takeovers.gov.au/content/Media_Releases/2019/downloads/MR19-008.pdf