

MARKET RELEASE

15 MAY 2009



## GLOUCESTER COAL LTD

ABN 66 008 881 712

# MARKET RELEASE

### NOBLE ANNOUNCES SUPERIOR PROPOSAL OF \$7.00 PER SHARE FOR GLOUCESTER COAL

Noble Group Ltd ("Noble") today announced that it proposes to increase its cash offer for Gloucester Coal ("Gloucester" – ASX:GCL) to \$7.00 per share ("Proposal"). The Proposal is conditional on:

- Gloucester's bid for Whitehaven Coal Limited ("Whitehaven") not proceeding or otherwise lapsing or being withdrawn;
- Gloucester announcing that:
  - the independent directors of Gloucester have formed the opinion, reasonably formed in good faith and for a proper purpose based on their fiduciary duties, that Noble's proposal is more in the interests of Gloucester's shareholders than Gloucester's bid for Whitehaven; and
  - as a result the Gloucester bid for Whitehaven will not proceed unless Noble's bid lapses or does not otherwise proceed.

Gloucester's independent directors have carefully considered Noble's proposal and unanimously formed the opinion, reasonably formed in good faith and for a proper purpose based on their fiduciary duties, that Noble's proposal is more in the interests of Gloucester's shareholders than Gloucester's bid for Whitehaven.

Noble's proposal is therefore a superior proposal as defined in the condition set out in section 12.8(i) of Gloucester's Bidder's Statement. Now that this condition has been triggered, in accordance with orders of the Takeovers Panel, it cannot be waived unless Noble's increased bid lapses or does not otherwise proceed.

As a result, the Whitehaven Merger will not proceed unless Noble's increased bid lapses or does not otherwise proceed.

Gloucester directors unanimously recommend that Gloucester shareholders accept the increased Noble offer in the absence of a superior offer.

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## MEDIA RELEASE

### NOBLE GROUP INCREASES ITS CASH OFFER FOR GLOUCESTER COAL TO \$7.00 PER SHARE

Noble Group Ltd ("Noble") today announced that it proposes to increase its cash offer for Gloucester Coal ("Gloucester" – ASX:GCL) to \$7.00 per share. The proposal is conditional on:

- Gloucester's bid for Whitehaven not proceeding or otherwise lapsing or being withdrawn;
- Gloucester announcing that:
  - the independent directors of Gloucester have formed the opinion, reasonably formed in good faith and for a proper purpose based on their fiduciary duties, that Noble's proposal is more in the interests of Gloucester's shareholders than Gloucester's bid for Whitehaven; and
  - as a result the Gloucester bid for Whitehaven will not proceed unless Noble's bid lapses or does not otherwise proceed.

Noble's proposed A\$7 cash offer represents a substantial premium for control of Gloucester, including a:

- 123% premium to the closing price of Gloucester Shares on 19 February 2009, the last Trading Day for Gloucester Shares prior to announcement of the Whitehaven Merger ("Whitehaven Announcement")<sup>1</sup>;
- 114% premium to the 1 month volume weighted average price <sup>2</sup> of Gloucester Shares prior to the Whitehaven Announcement;
- 118% premium to the 3 month volume weighted average price <sup>3</sup> of Gloucester Shares prior to the Whitehaven Announcement;
- 24% premium per Gloucester share as implied in the Whitehaven Merger as at 14 May 2009 <sup>4</sup>, being the last Trading Day prior to this announcement; and
- 44% premium to Noble's initial cash offer of \$4.85.

Noble's offer remains conditional on the Whitehaven Merger not proceeding and certain prescribed occurrences.

<sup>1</sup> Adjusted to reflect the 13.5 cent per share interim dividend which was retained by Gloucester shareholders entitled to receive it. The closing price of Gloucester on the day before the Whitehaven Announcement was \$3.28. Adjusted for the dividend, the ex-dividend price is \$3.15

<sup>2</sup> The 1 month volume weighted price ("VWAP") of Gloucester prior to the Whitehaven Announcement was \$3.40. Adjusting for the interim dividend, the ex-dividend 1 month VWAP is \$3.27.

<sup>3</sup> The 3 month VWAP of Gloucester prior to the Whitehaven Announcement was \$3.34. Adjusting for the interim dividend, the ex-dividend 3 month VWAP is \$3.21.

<sup>4</sup> The Gloucester share price as implied in the Whitehaven Merger is calculated by multiplying the exchange ratio of 1:2.45 by the closing price of Whitehaven on 14 May 2009 which was \$2.30. On this basis, the Gloucester price implied by the Whitehaven Merger is \$5.64 per share.



Noble intends to discontinue the High Court proceedings it commenced this week for judicial review of the Takeovers Panel decision in relation to the Whitehaven Merger.

Noble also now intends to make offers to all persons holding Gloucester options to acquire (or have cancelled) each such option for a cash consideration, per option, equal to the difference between the consideration offered under the Noble offer in respect of each Gloucester share and the exercise price of the relevant option, conditional only on the same conditions as the Noble offer for Gloucester shares, which consideration will be paid within 5 business days after the later of the offers becoming unconditional and acceptance by the relevant option holder.

Noble will lodge a Supplementary Bidder's Statement and Variation of its offer in due course.

Noble dispatched its Bidders Statement today. Gloucester Shareholders with any questions about the offer, should call the Noble Offer Information Line on 1300 796 881 (within Australia) or +61 2 8256 3372 (outside Australia).

15 May 2009

For further information, please contact:

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#### About Noble Group

Noble Group (SGX: NOBL) is a market leader in managing the global supply chain of agricultural, industrial and energy products. We operate from over 100 offices in more than 40 countries, serving 4000+ customers. Noble manages a diversified portfolio of essential raw materials, integrating the sourcing, marketing, processing, financing and transportation.

With 2008 annual revenues exceeding US\$36 billion, Noble continues its transition to owning and managing more strategic assets, sourcing from low cost production markets such as Brazil, Australia and Indonesia and supplying to high growth demand markets including China, India and the Middle East. Today Noble owns coal and iron ore mines, grain crushing facilities, sugar and ethanol plants, vessels, ports and other infrastructure to ensure high quality products are delivered in the most efficient and timely manner to its customers.

In 2008, Noble debuted on the Fortune Global 500 (#349), was included in the new 30 security Straits Times Index, gained a top ten placing in the ACCA/CFO Asia "Regional Corporate Transparency Index (CTI)" and received a BBB- rating (investment grade) from Fitch. Noble was placed on the Forbes Global 2000 and Forbes Fab 50 while being included in the S&P Global Challengers and The Asset's Best 60 Corporate Governance Award. Noble also received the Corporate Governance Recognition Award: Classes Of 2006 - 2008 - by Corporate Governance Asia and was chosen as one of FinanceAsia's Best Companies. In 2005, Noble joined the MSCI Singapore Index. During this period, the Group was



recognized as one of BusinessWeek's Stars of Asia and a Best Employer by Hewitt Associates.