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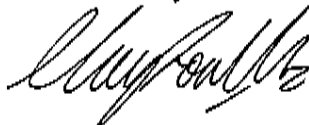
Number of Pages - 3

Dear Sir/Madam

**Pacifica Group Limited (ASX Code: PBB): Off-market takeover bid by Robert Bosch Investment Nederland B.V. ("Bosch Investment")**

On behalf of Bosch Investment, we attach pursuant to subsections 647(3) and 650F(3) of the *Corporations Act 2001* (Cth) our client's Second Supplementary Bidder's Statement in relation to its off-market takeover bid for all of the ordinary shares in Pacifica Group Limited.

Yours faithfully



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Enclosure

# Second Supplementary Bidder's Statement



# BOSCH

This document is the second supplementary bidder's statement under section 643 of the *Corporations Act 2001* (Cth) (**Second Supplementary Bidder's Statement**) and a notice under section 650F of the *Corporations Act* issued by Robert Bosch Investment Nederland B.V. (**Bosch Investment**) in connection with Bosch Investment's off-market takeover bid to acquire all the issued shares in Pacifica Group Limited ABN 69 006 530 641 (**Pacifica**) contained in Bosch Investment's Bidder's Statement dated 24 June 2009 (**Bidder's Statement**). This Second Supplementary Bidder's Statement supplements, and must be read together with, the Bidder's Statement and the Supplementary Bidder's Statement dated 13 July 2009 (together, the **Earlier Statements**). Unless the context otherwise requires, terms defined in the Bidder's Statement have the same meaning in this Second Supplementary Bidder's Statement. This Second Supplementary Bidder's Statement will prevail to the extent of any inconsistency with the Earlier Statements.

## 1. Bosch Investment's Offer is "fair and reasonable"

In Pacifica's Target's Statement dated 22 July 2009, your independent Pacifica Director, Mr Patrick Burroughs, recommended that you accept Bosch Investment's Offer (in the absence of a superior proposal) for the reasons set out in the Target's Statement. Further, Pacifica's half-year results for the 6 month period ended 30 June 2009 (as filed with ASX on 31 July 2009) and the Supplementary Target's Statement dated 4 August 2009 stated that, based on Pacifica's half-year 2009 results, Mr Burroughs reiterates his assessment and opinion of the recent takeover offer made by Bosch Investment and recommends again that Pacifica Shareholders accept Bosch Investment's Offer (in the absence of a superior proposal).

In addition, the Target's Statement also included an Independent Expert's Report prepared by Deloitte Corporate Finance Pty Ltd, which determined that Bosch Investment's Offer is **fair and reasonable** to Pacifica Shareholders. You should read the Target's Statement, the Independent Expert's Report commencing on page 31 of the Target's Statement

and the Supplementary Target's Statement in full. If you have not already received the Target's Statement or Supplementary Target's Statement, you may obtain a copy of those documents from Pacifica ([www.pacifica.com.au](http://www.pacifica.com.au)).

## 2. Bosch Investment's relevant interest now exceeds 90%

As at 3 August 2009, Bosch Investment has a relevant interest in 128,877,965 Pacifica Shares, or voting power in approximately **91.05%** of Pacifica. Bosch Investment currently intends to give notices to compulsorily acquire all outstanding Pacifica Shares in accordance with Part 6A.2 of the *Corporations Act* (general compulsory acquisition power), or if it obtains a relevant interest in more than 94.2% of Pacifica Shares, notices in accordance with Part 6A.1 of the *Corporations Act* (compulsory acquisition power following takeover bid). Please refer to section 5.3 of the Bidder's Statement and the Supplementary Bidder's Statement for further information regarding compulsory acquisition.

### 3. Bosch Investment's Offer is now unconditional

Bosch Investment has declared the Offer to be unconditional. Accordingly, Bosch Investment hereby gives notice under section 650F of the Corporations Act that:

- (a) Bosch Investment's Offer is now free from the Condition contained in section 8.6(b) of the Bidder's Statement (*Minimum Acceptance Condition*); and
- (b) Bosch Investment's Offer is now free from the Condition contained in section 8.6(c) of the Bidder's Statement (*No Regulatory Action*).

Bosch Investment has previously given notice under section 630(4) of the Corporations Act that the Condition contained in section 8.6(a) of the Bidder's Statement (*Foreign Investment Review Board*) was satisfied on 9 July 2009.

### 4. The Offer Price is final and will not be increased

Having regard to the matters set out above, Bosch Investment has declared that its Offer Price of \$0.23 cash per Pacifica Share is **final** and will not be increased. You should not therefore delay accepting Bosch Investment's Offer in the hope that Bosch Investment will increase its Offer Price, as this cannot and will not occur.

### 5. Payment terms expedited to 5 business days

Bosch Investment has agreed to shorten the period for payment of the Offer Price to **5 business days** from the date of receipt of your acceptance of Bosch Investment's Offer, rather than the longer period set out in section 8.12(a) of the Bidder's Statement.

### Approval of Second Supplementary Bidder's Statement

This Second Supplementary Bidder's Statement is dated 5 August 2009 and was approved by a resolution passed by the directors of Bosch Investment on 4 August 2009.

A copy of this Second Supplementary Bidder's Statement was lodged with ASIC and sent to Pacifica on 5 August 2009. Neither ASIC nor any of its officers takes any responsibility as to the contents of this Second Supplementary Bidder's Statement.

Signed for and on behalf of Bosch Investment.



Director, Robert Bosch Investment Nederland B.V.  
Matthias Lanwehr