

16 June 2009

Company Announcements Office
Australian Securities Exchange
20 Bridge Street,
Sydney, NSW 2000

By Facsimile – 1300 135 638

Dear Sirs

Pacifica Group Limited

Attached is an announcement made by the Bosch Group in relation to Pacifica Group Limited for immediate release.

Yours sincerely



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Press Release



Bosch announces takeover offer to acquire all the shares it does not already own in Pacifica Group Limited

16 June 2009

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- ▶ **Cash offer represents a 88% premium to the 3 month volume weighted average share price (VWAP) of A\$0.12¹**

Stuttgart — The Bosch Group, through its wholly-owned subsidiary Robert Bosch Investment Nederland B.V. (collectively, **Bosch**), today announced that it intends to make an off-market cash takeover bid (**Offer**) of **A\$0.23 cash per share (Offer Price)** for all the shares in Pacifica Group Limited (**Pacifica**) that it does not own.

Bosch is the largest shareholder in Pacifica and currently holds approximately 76.6% of the shares in Pacifica.

The Offer Price represents a 44% premium to the last traded price of Pacifica prior to this announcement and a 88% premium to the last 3 month VWAP of A\$0.12.

Bosch believes that the Offer provides the remaining minority shareholders in Pacifica with a compelling opportunity to receive a cash price for their shares in an environment where the outlook for Pacifica's earnings is uncertain.

Bosch's Offer will only be subject to the conditions set out in the Annexure. In summary, the Offer will be subject to Bosch receiving sufficient acceptances to proceed to compulsory acquisition under the Corporations Act, the receipt of Foreign Investment Review Board (**FIRB**) approval and the absence of any regulatory action during the Offer period. Bosch has already applied to FIRB for its previous approval to be reissued.

Bosch expects to lodge its Bidder's Statement with ASIC, Pacifica and the ASX within approximately 2 weeks and then despatch the Bidder's Statement to Pacifica shareholders, within a further 2 weeks.

¹ Volume weighted average share price of Pacifica shares on the Australian Securities Exchange for the 3 month period ending on the last trading day prior to this announcement.

Bosch will fund the acquisition from existing cash resources within the Bosch Group.

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The Bosch Group is a leading global supplier of technology and services. In the areas of automotive and industrial technology, consumer goods, and building technology, some 280,000 associates generated sales of 45.1 billion euros in fiscal 2008. The Bosch Group comprises Robert Bosch GmbH and its more than 300 subsidiaries and regional companies in over 60 countries. If its sales and service partners are included, then Bosch is represented in roughly 150 countries. This worldwide development, manufacturing, and sales network is the foundation for further growth. Each year, Bosch spends more than 3.5 billion euros, or eight percent of its sales revenue, for research and development, and applies for over 3,000 patents worldwide. With all its products and services, Bosch enhances the quality of life by providing solutions which are both innovative and beneficial.

The company was set up in Stuttgart in 1886 by Robert Bosch (1861-1942) as "Workshop for Precision Mechanics and Electrical Engineering." The special ownership structure of Robert Bosch GmbH guarantees the entrepreneurial freedom of the Bosch Group, making it possible for the company to plan over the long term and to undertake significant up-front investments in the safeguarding of its future. Ninety-two percent of the share capital of Robert Bosch GmbH is held by Robert Bosch Stiftung GmbH, a charitable foundation. The majority of voting rights are held by Robert Bosch Industrietreuhand KG, an industrial trust. The entrepreneurial ownership functions are carried out by the trust. The remaining shares are held by the Bosch family and by Robert Bosch GmbH.

Additional information can be accessed at www.bosch.com.

Annexure – Offer conditions

1. Foreign Investment Review Board

That before the end of the Offer period:

- (i) the Treasurer of the Commonwealth of Australia or his delegate issues an unconditional notice stating that the Commonwealth Government does not object to the proposed acquisition by Bosch of up to 100% of the Pacifica Shares; or
- (ii) the period provided under the Foreign Acquisitions and Takeovers Act 1975 (**Act**) during which the Treasurer of the Commonwealth of Australia may make an order under the Act in relation to the proposed acquisition by Bosch of the Pacifica Shares expires without such an order being made.

2. Minimum Acceptance Condition

That during or at the end of the Offer period:

- (i) Bosch and its associates have relevant interests (as defined in the Corporations Act) in more than 90% (by number) of Pacifica Shares;
- (ii) Bosch and its associates acquire at least 75% (by number) of the Pacifica Shares that Bosch offers to acquire under the Offer; and
- (iii) Bosch becomes entitled, in accordance with Part 6A.2 of the Corporations Act, to compulsorily acquire all other securities in Pacifica which are convertible into Pacifica Shares.

3. No Regulatory Action

That before the end of the Offer period:

- (i) no preliminary or final decision, order or direction is made or issued by any government authority;
- (ii) no action, proceeding, intervention or investigation (whether formal or informal) is announced, commenced or threatened by any government authority; and
- (iii) no application is made to any government authority,

which is likely to or purports or threatens to restrain, prohibit, impede or otherwise adversely affect:

- (iv) the making of the Offer;
- (v) the acquisition of the Pacifica Shares by Bosch;
- (vi) the rights of Bosch in respect of Pacifica or the Pacifica Shares; or
- (vii) the continued operation of the businesses of Bosch, Pacifica or any of their respective subsidiaries,

other than any action or decision by or application to ASIC or the Takeovers Panel in exercise of the powers or discretions conferred by the Corporations Act.

For the purposes of this condition, "government authority" means any Australian or foreign government or governmental, semi-governmental, administrative, fiscal, regulatory or judicial body, department, commission, authority, tribunal, agency or entity, or any minister of the Crown in right of the Commonwealth of Australia or any State or Territory thereof.