

28 June 2010

Company Announcements Office  
Australian Securities Exchange

Our ref 13515/15172/80106377

Dear Sir or Madam

**Osendo Pty Limited takeover offer for Gloucester Coal Ltd - Supplementary Bidder's Statement**

We refer to the takeover offer by Osendo Pty Limited ACN 136 062 710 (a wholly owned subsidiary of Noble Group Limited) (**Osendo**) for all of the shares in Gloucester Coal Ltd ACN 008 881 712 (**Offer**).

Pursuant to section 647(3)(b) of the Corporations Act 2001 (Cth), we enclose, on behalf of Osendo, a supplementary bidder's statement in relation to the Offer.

Yours faithfully



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# Osendo Pty Limited

ACN 136 062 710

## Takeover offer for shares in Gloucester Coal Ltd

### First Supplementary Bidder's Statement

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#### 1. Introduction

This document is the first supplementary bidder's statement (**First Supplementary Bidder's Statement**) lodged with the Australian Securities and Investments Commission (**ASIC**) on 28 June 2010 and is given by Osendo Pty Limited ACN 136 062 710 (**Bidco**), a wholly-owned subsidiary of Noble Group Limited (**Noble**) to Gloucester Coal Ltd ACN 008 881 712 (**Gloucester**) under section 643 of the Corporations Act 2001 (Cth).

This First Supplementary Bidder's Statement supplements and is to be read together with the bidder's statement dated 1 June 2010 (**Original Bidder's Statement**), a copy of which was given to the Australian Securities Exchange on 1 June 2010.

Unless the context requires otherwise, capitalised terms in this First Supplementary Bidder's Statement which are not defined have the meanings given to those terms in the Original Bidder's Statement.

ASIC takes no responsibility for the content of this First Supplementary Bidder's Statement.

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#### 2. Alternative Transaction

The Original Bidder's Statement noted that Noble and the Gloucester Independent Directors were engaged in discussions regarding a possible Alternative Transaction and that Noble would update Gloucester Shareholders regarding the status of any Alternative Transaction by no later than 7 days before the end of the Offer Period.

The purpose of this First Supplementary Bidder's Statement is to note that discussions are continuing between Noble and the Gloucester Independent Directors in respect of a possible Alternative Transaction. However, no Alternative Transaction has yet been agreed and there can be no certainty that any agreement will be able to be reached between Noble and the Gloucester Independent Directors.

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#### 3. Date

This First Supplementary Bidder's Statement is dated 28 June 2010.

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#### 4. Noble consent

This First Supplementary Bidder's Statement contains statements by, or statements based on statements by, Noble. Noble has given and has not, before the lodgement of this First Supplementary Bidder's Statement with ASIC, withdrawn its consent to the inclusion of each statement by it and each statement said in this First Supplementary Bidder's Statement to be based on a statement by it, in this First Supplementary Bidder's Statement in the form and context in which those statements are included.

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**5. Approval**

This First Supplementary Bidder's Statement has been approved by a resolution passed by the directors of Bidco.