



7 January 2013

Companies Announcements
Australian Securities Exchange Limited (ASX)

Dear Sir/Madam,

Target's Statement – takeover offer by Mariner Corporation Limited (ASX Code: MCX) for Globe International Limited (ASX Code: GLB)

We refer to the replacement bidder's statement dated 21 December 2012 in relation to the off-market takeover offer by Mariner Corporation Limited ACN 002 989 782 (ASX Code: MCX) under Chapter 6 of the *Corporations Act 2001 (Cth)* (**Corporations Act**) for all of the shares in Globe International Limited ACN 007 066 033 (ASX Code: GLB) (**Globe**) (**Offer**).

In accordance with section 633(1) step 14 of the Corporations Act, please find attached a copy of Globe's target's statement in response to the Offer. A copy of this target's statement has been served on Mariner Corporation Limited and lodged with ASIC today.

Yours faithfully,

Gerhard Correa
Company Secretary

Globe International Limited

1 Fennell Street, Port Melbourne 3207, Australia

Tel: 61 3 8534 9999 Fax: 61 3 8534 9955

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GLOBE INTERNATIONAL LIMITED

TARGET'S STATEMENT

In relation to the non-cash takeover bid made by *Mariner Corporation Limited* ACN 002 989 782 ("the Offer") for all of the ordinary shares in *Globe International Limited* ACN 007 066 033

REJECT the OFFER

Your Directors unanimously recommend that you **REJECT** the Mariner Offer and **DO NOTHING** in relation to any documents received from Mariner.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION.
If you are in any doubt as to how to deal with this document, please consult your professional adviser. Globe Shareholders can call Gerhard Correa on +61 3 8534 9982.

Key dates

Date of the Offer	21 December 2012
Date of this Target's Statement	7 January 2013
Offer closes unless extended or withdrawn	7.00pm (Melbourne time) on 15 February 2013

Important notices

Nature of this document

This document is a Target's Statement issued by Globe International Limited (**Globe**) under Part 6.5 Division 3 of the Corporations Act in response to the Bidder's Statement and the Mariner Offer.

A copy of this Target's Statement was lodged with ASIC on 7 January 2013. Neither ASIC nor its officers take any responsibility for the content of this Target's Statement.

Defined terms

A number of defined terms are used in this Target's Statement. Unless the contrary intention appears, the context requires otherwise or words are defined on page 35 to 36 of this Target's Statement, words and phrases in this Target's Statement have the same meaning and interpretation as in the Corporations Act.

No account of personal circumstances

This Target's Statement does not take into account your individual objectives, financial situation or particular needs. It does not contain personal advice. Your Directors encourage you to seek independent financial and taxation advice before making a decision as to whether or not to accept the Mariner Offer.

Disclaimer as to forward looking statements

Some of the statements appearing in this Target's Statement may be in the nature of forward looking statements. You should be aware that such statements are only predictions and are subject to inherent risks and uncertainties. Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement. You are cautioned not to place undue reliance on any forward looking statement. The forwarding looking statements in this Target's Statement reflect views held only as at the date of this Target's Statement.

Disclaimer as to information

Globe has prepared the information concerning Mariner contained in this Target's Statement using publicly available information. Globe has not independently verified the information concerning Mariner contained in this Target's Statement. Globe does not make any representation or warranty (express or implied) regarding the accuracy or completeness of such information (subject to the Corporations Act).

Diagrams, charts, graphs and tables

Any diagrams, charts, graphs and tables contained in this Target's Statement are illustrative only and may not be drawn to scale. Unless stated otherwise, all data contained in diagrams, charts, graphs and tables is based on information available as at the date of this Target's Statement.

Privacy

Globe has collected your information from the Globe register of Globe Shareholders for the purpose of providing you with this Target's Statement. The type of information Globe has collected about you includes your name, contact details and information on your shareholding in Globe. Without this information, Globe would be hindered in its ability to issue this Target's Statement. The Corporations Act requires the name and address of Globe Shareholders to be held in a public register. Your information may be disclosed on a confidential basis to external service providers (such as Globe's share registry and print and mail service providers) and may be required to be disclosed to regulators (such as ASIC and the ASX). If you would like to obtain details of the information held about you by Globe, please contact the share registry, Link Market Services on 1300 55 44 74 or +61 2 8280 7111 if calling from outside Australia.

Shareholder Information

Information relating to the Mariner Offer can be obtained from Globe's website at <http://www.globecorporate.com> or from www.asx.com.au under the Company Code GLB. For further information, please call Globe's Company Secretary, Gerhard Correa, on + 61 3 8534 9982.

References to time

All references to time in this Target's Statement are to Daylight Savings Time in Melbourne, Australia (AEDST), unless otherwise specified.

References to currency

All references to \$, A\$, dollars or cents are to Australian currency, unless otherwise specified.

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Chairman's Letter

7 January 2013

Dear Globe Shareholder

Take NO ACTION and REJECT Mariner's uncertain and speculative non-cash takeover offer

You will now have received a replacement bidder's statement (**Bidder's Statement**) from Mariner Corporation Limited (**Mariner**) regarding its highly uncertain, speculative and conditional non-cash takeover offer to acquire all of your Globe Shares on the basis of 5 Mariner Shares for every 4 Globe Shares (**Offer**). This Offer was not solicited by Globe, and your Globe Directors unanimously recommend you **REJECT** the Offer.

All of Globe's Directors and Globe's Chief Executive Officer have announced that they intend to reject the Offer in respect of the Globe Shares they own or control. These shareholders **own or control** 70.7% of Globe's Shares and have announced they intend to **REJECT** the Mariner Offer.

The Directors of Globe have reviewed the Bidder's Statement and consider the Offer is inadequate and in terms of consideration, speculative and highly uncertain. Your Globe Directors consider the key reasons why you should **REJECT** the Offer include:

- **Inadequate value**

Mariner is a company with only \$1.35m of net assets and is seeking to use its own shares (not cash) to acquire Globe, a company with \$45.0m of net assets.

Based on last sale share prices on 2 January 2013 of 25.5 cents per Mariner Share, the Offer has a market value of 32 cents per Globe Share. This represents a **20% discount** Globe's closing price of 40.0 cents on the same date.

Based on Mariner's disclosures, the net tangible assets of the shares offered by Mariner for each Globe Share is 14 cents per share. This represents a **78% discount** to Globe's consolidated net tangible assets of 64 cents per share as at 30 June 2012.

- **The consideration is uncertain**

Mariner has convertible notes on issue that can be converted into 2.1 million Mariner Shares, and options on issue exercisable into 3.7 million Mariner Shares. In addition, Mariner has made a concurrent scrip based takeover offer for Wilson HTM Investment Group Ltd (**Wilson**). The Globe Offer and the Wilson Offer are not conditional on each other and neither offer has a minimum acceptance condition. The outcome of the Wilson Offer is not known, and Mariner has stated in Section 3.3 of its Bidder's Statement that its shares on issue could increase from 11.98 million to up to 70.89 million on completion of both offers, an increase of between 0% and 492%.

As a result of these factors, the Directors consider there is no reasonable basis on which to predict the number of Mariner Shares likely to be on issue, or the composition of assets held by Mariner, at the close of the Offer. The Directors are therefore unable to make any reliable assessment of the likely future value of any Mariner Shares offered for your Globe Shares.

- **The Mariner Offer is speculative and Mariner Shares are illiquid relative to the market**

Mariner is not offering cash for your shares in Globe. Instead, Mariner is offering 5 Mariner Shares for every 4 Globe Shares. Mariner states in Section 8 of its Bidder's Statement that its shares are speculative and thinly traded on the ASX. Globe Shareholders who accept the Mariner Offer and wish to sell Mariner Shares for cash may experience delays due to lack of liquidity and/or an inability to sell at current price levels.

- **No benefit to Globe**

Globe is a global company engaged in the design, marketing and distribution of apparel, footwear and skate hardgoods for the action sports and street fashion markets. Mariner has not disclosed in its

Bidder's Statement any management or operational skills or experience of the Mariner board or management team in these sectors. Mariner has not indicated any detailed plans or strategy for the Globe business in its Bidder's Statement.

- **Highly Conditional Offer and Unsuccessful Track Record**

The Mariner Offer is uncertain as it is subject to no less than 15 separate defeating Conditions including uncertainty as to whether Mariner will be required to seek the approval of its own shareholders for the Offer.

The Directors of Globe note that Mariner has an unsuccessful takeover track record, with two failed or withdrawn takeover offers in the last two years.

- **Significant Risks**

Your Globe Directors consider that the information provided by Mariner in relation to the Offer is insufficient and inadequately addresses the risks involved in acquiring Mariner Shares in exchange for your Globe Shares.

- **Opportunistic**

The Globe Directors consider the Offer is opportunistic by being made at a time when Globe's Shares are trading below their net tangible asset value. Globe currently has in place a number of strategies aimed at growing and diversifying the business in order to eliminate this discount to net tangible assets and generate real value for shareholders.

This booklet contains Globe's Target's Statement, in which the Globe Directors provide their formal response to the Mariner Offer. Further details in relation to the key reasons to **REJECT** the Mariner Offer are set out in Section 1 of this Target's Statement. We encourage you to read carefully all of the information contained in this booklet and if appropriate consult your professional or other adviser.

To follow your Globe Directors' recommendation, and **REJECT** the speculative, uncertain and conditional non-cash Offer, simply **IGNORE** all communications you receive from Mariner and **TAKE NO ACTION**.

If you have any queries in relation to the Directors' recommendation, please call Gerhard Correa, Company Secretary, on +61 3 8534 9982.

Yours sincerely



Paul Isherwood AO

Chairman

Directors' recommendation and intentions

Directors' recommendation

After taking into account each of the matters in this Target's Statement each of your Directors recommends that you **REJECT** the Mariner Offer.

Intentions of your Directors in relation to the Mariner Offer

Each Director who holds or controls Globe Shares, intends to **REJECT** the Mariner Offer in relation to those shares.

Details of the relevant interests of each Director in Globe Shares are set out in Section 4.3 of this Target's Statement.

To **REJECT** the Mariner Offer, you should **DO NOTHING** and **TAKE NO ACTION** in relation to all documents sent to you by Mariner.

1 Why you should REJECT the Mariner Offer

1.1 The Board unanimously recommends you reject Mariner's uncertain and speculative non-cash Offer.

After consideration of the Bidder's Statement and the terms of the Mariner Offer, the Globe Directors unanimously recommend that you REJECT the uncertain, speculative and conditional Offer.

To reject the Offer, simply take no action and ignore all materials sent to you by Mariner.

In making this recommendation, your Directors have taken the following factors into account:

- (a) **The Mariner Offer is inadequate and represents a substantial discount to Globe's current share price and Net Tangible Asset value.**
- (b) **The value of the Mariner Shares offered as consideration under the Offer is highly uncertain. Due to the number of Mariner convertible notes and options on issue and Mariner's concurrent scrip offer for Wilson, the number of Mariner Shares that may be on issue and the nature of the assets of Mariner on completion of the Offer is highly uncertain.**
- (c) **The Offer is speculative – Mariner itself states that its shares are speculative and thinly traded on the ASX.**
- (d) **Mariner has not disclosed in its Bidder's Statement any management or operational skills or experience in the sectors in which Globe operates nor any clear plans or strategy for the Globe business.**
- (e) **The Offer is highly conditional**
- (f) **Your Globe Directors consider that the information provided by Mariner in relation to its Offer is insufficient and inadequately addresses the risks involved in acquiring Mariner Shares in exchange for your Globe Shares.**
- (g) **Mariner's Offer is opportunistic.**

1.2 All Globe Directors intend to REJECT the Offer in respect of the Globe Shares they own or control

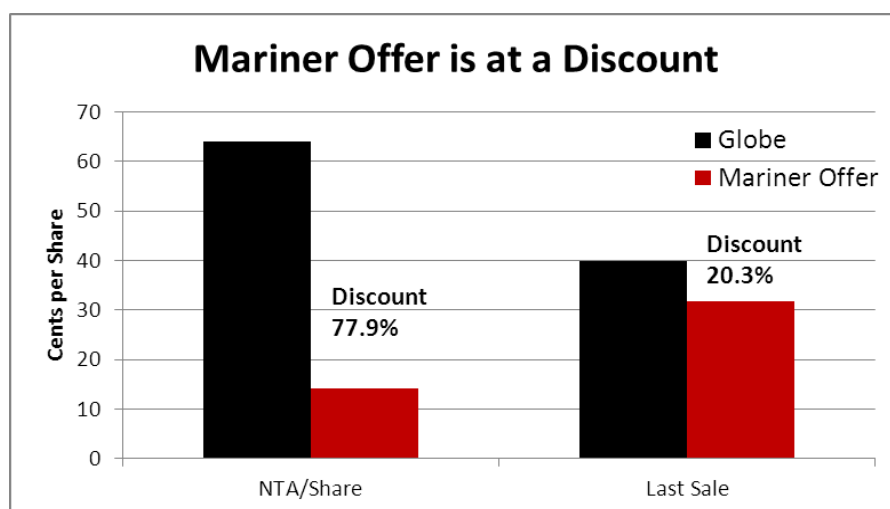
Each of the Globe Directors has announced to the ASX that he intends to reject the Offer in respect of the Globe Shares he owns or controls. In addition Matt Hill, Chief Executive Officer, has announced to the ASX that he intends to reject the Offer for the Globe Shares he owns or controls.

This represents 70.7% of Globe's Shares and voting rights that will **REJECT** the Mariner Offer.

1.3 The Mariner Offer is inadequate

Mariner is only offering to exchange its shares for your Globe Shares. Mariner is not offering any cash for your Globe Shares. The value of Mariner Shares relative to Globe Shares is therefore a critical consideration for Globe Shareholders.

The Globe Directors consider the Offer by Mariner is inadequate whether measured in terms of the current market value of Mariner Shares offered or the current Net Tangible Asset value of the Mariner Shares offered for your Globe Shares:



The above chart is based on the data described in sections 1.3 (a) and (b) below. This trading data has been sourced from IRESS. IRESS is not required to consent, and has not provided consent, to the use of trading data in this Target's Statement.

(a) **The value of the Offer has deteriorated since it was made**

On page 8 of its Bidder's Statement, Mariner claims its Offer represents a 21.8% premium to the closing price of Globe Shares of 39 cents on 15 November 2012.

Based on the closing share prices on 2 January 2013 of 25.5 cents per Mariner Share, the Offer has a market value of 32 cents per Globe Share, meaning **the Offer represents a 20% discount** to Globe Shares' closing price of 40 cents on the same date.

(b) **The Offer is at a substantial discount to Globe's Net Tangible Asset value**

Based on Mariner's disclosures in Section 1.11 of the Bidder's Statement the shares offered by Mariner represent a very significant discount to the Net Tangible Asset value of your Globe Shares.

The Mariner Shares offered have a Net Tangible Asset value of only 14.1 cents per Globe Share, less than a quarter of Globe's audited Net Tangible Assets per share value of 64.0 cents per share as at 30 June 2012. This represents a **78% discount** to the Net Tangible Asset value of your Globe Shares as at 30 June 2012.

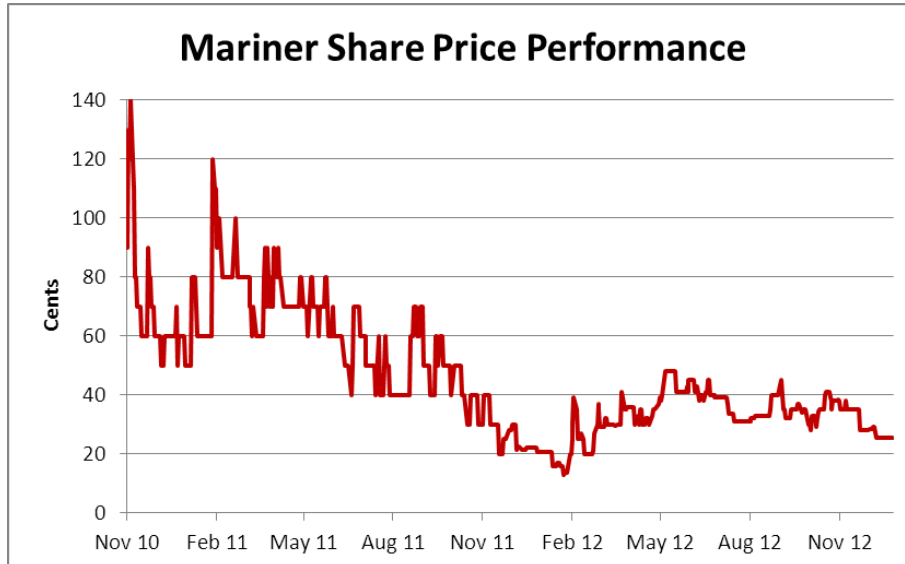
Your Directors recognise that Globe Shares have been trading at a discount to Net Tangible Asset value and have strategies in place aimed to grow and diversify the business in order to eliminate this discount, as outlined in Section 4.5(d) of this Target's Statement.

Globe Directors recommend you reject the Mariner Offer. If you accept the Offer you would significantly reduce the Net Tangible Asset value of your investment.

Net Tangible Asset value of Mariner Shares offered per Globe Share	Net Tangible Asset value per Globe Share	Discount to Globe Net Tangible Asset value offered by Mariner
14.1 cents	64.0 cents	-77.9%

(c) **Mariner shareholder value has declined**

Since Mariner's new directors and management team were appointed to Mariner on 9 November 2010, Mariner shareholders have suffered a **significant decline of approximately 72%** in the value of their Mariner Shares¹:

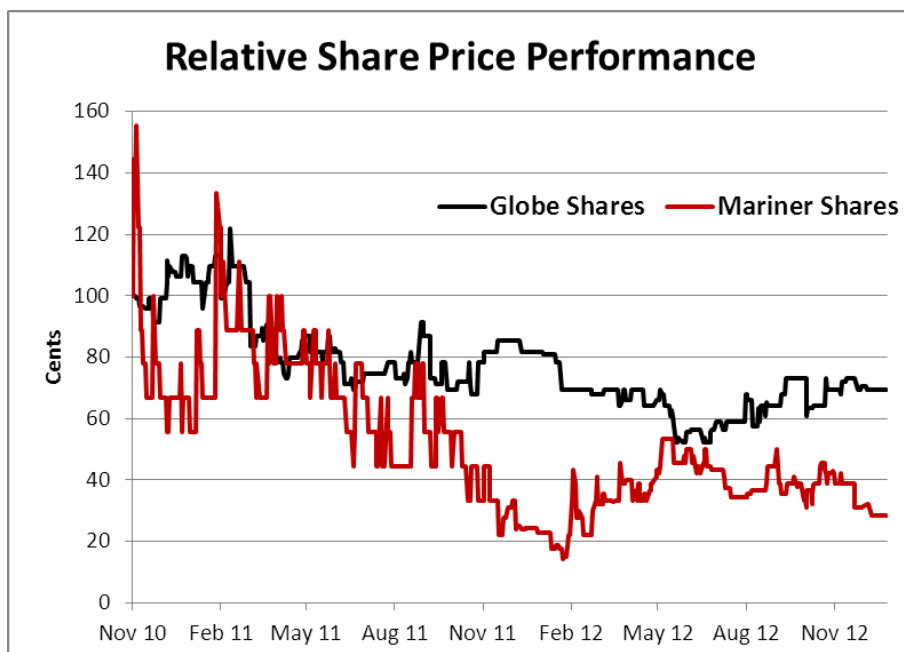


Adjusted for Mariner's 1 for 100 share consolidation in November 2011

Source: IRESS

(d) **The value of Mariner Shares has underperformed relative to Globe Shares**

Over the period since the current Mariner directors and management were appointed on 9 November 2010, Mariner Shares have underperformed relative to Globe Shares. Mariner Shareholders have experienced a greater loss of value relative to Globe Shareholders:



Adjusted for Mariner's 1 for 100 share consolidation in November 2011

Source: IRESS

¹ Based on MCX share price movement between 9 November 2010 and 2 January 2013.

In the six month period to 2 January 2013² Mariner Shares have **declined by 36.3%**. Globe Shares have **increased by 33.3%** over the same period.

(e) **The value of Mariner Shares and the nature of its future operations are highly uncertain**

Mariner is only offering Mariner Shares in exchange for your shares in Globe. There is no cash offer from Mariner for your Globe Shares. The Globe Directors consider the value of Mariner Shares on completion of the Offer is highly uncertain due to uncertainty regarding the number of Mariner Shares that will be on issue on completion of the Offer and the assets that will be held by Mariner at that time.

Mariner has \$633,000 convertible notes on issue to Stanfield, a major shareholder in Mariner, which can be converted into 2,110,000 Mariner Shares³ and 3,693,465 options on issue which can be exercised at 35 cents⁴.

In addition, Mariner has announced two separate scrip based takeovers in the last three months, this Offer and the Wilson Offer. The Wilson Offer is a takeover offer for Wilson HTM Investment Group Ltd on the basis of 2 Mariner Shares for every 3 Wilson shares⁵. This Offer and the Wilson Offer are not conditional on each other and neither offer has a minimum acceptance condition. On page 26 of the Bidder's Statement, Mariner states that its shares on issue could increase from 11.98 million prior to the Wilson Offer and this Offer to up to 70.89 million on completion of both offers, an increase of between 0% and 490%.

As a result of these factors, the Directors consider there is no reasonable basis on which to predict the number of Mariner Shares likely to be on issue, or the composition of assets held by Mariner, at the close of the Offer.

The Globe Directors are therefore unable to make any reliable assessment of the likely future value of any Mariner Shares offered for your Globe Shares.

(f) **The shares offered by Mariner are speculative**

The shares offered by Mariner under the Offer should be regarded as speculative, as stated by Mariner on page 60 of its Bidder's Statement:

“ Mariner Shares to be issued pursuant to this Offer carry no guarantee with respect to the payment of dividends, returns of capital or the market value. Potential investors should consider that an investment in Mariner is speculative and should consult their legal, financial, taxation or other professional adviser before deciding whether to apply for Mariner Shares pursuant to Offer. ”

Over the last three years Globe has been profitable and has paid its shareholders a total of 12.5 cents per share in fully franked dividends.

² Based on share price data at close of business on 2 July 2012 compared to close of business on 2 January 2013.

³ Refer to page 32 of Mariner's annual financial report for the year ended 30 June 2012.

⁴ As outlined in the Bidder's Statement on pages 15 and 16.

⁵ Refer to Mariner's offer to Wilson HTM Investment Group Ltd shareholders made on 25 October 2012. As at 2 January 2013, the consideration offered under the Wilson Offer is consistent with the initial offer made on 25 October 2012.

(g) **Mariner Shares are illiquid relative to the market**

Mariner states on page 57 of its Bidder's Statement that its shares are "***thinly traded***".

In the 6 month period to 2 January 2013, only 640,905 Mariner Shares traded on ASX, with a value of \$229,330.⁶ This represents a value of only \$1,724 per ASX trading day, and turn-over of 7.5% during the period, compared to the S&P/ASX Small ordinaries Index average turnover of approximately 38% in the same period.⁷

The Directors of Globe are concerned that Globe Shareholders who may be considering accepting the Mariner Offer with the intention of selling Mariner Shares for cash may experience delays due to lack of liquidity and/or an inability to sell at current price levels.

There is no assurance that the liquidity of Mariner's Shares will change as a result of the Offer or the Wilson Offer, although the Directors note that the liquidity of Mariner Shares may be increased in the event that there is a significant level of acceptance of either the Offer or the Wilson Offer, or on conversion of the convertible notes issued by Mariner. However, to the extent any new holders of Mariner Shares are not long term shareholders, these acceptances could result in significant selling pressure and may adversely affect the market value of Mariner Shares.

1.4 Mariner does not bring any identifiable benefit to Globe

(a) **Mariner has no current intentions for the Globe business direction**

On the basis that Globe Shareholders who own or control 70.7% of the issued shares in Globe have announced to the ASX that they intend to reject the Mariner Offer, acceptances under the Mariner Offer will be between 0% and 29.3%.

Mariner states on page 33 of its Bidder's Statement, that where it acquires less than 50% of Globe Shares, "***Mariner does not have any current intentions regarding the current Globe business direction.***"

The Bidder's Statement does not set out any detailed plans or strategy for Globe or provide details of any changes to Globe's business proposed by Mariner.

(b) **Mariner brings no identified management or operational skills**

Globe is a global company engaged in the design, marketing and distribution of apparel, footwear and skating hardgoods for the action sport and street fashion markets. Globe's area of focus is highly specialised and is focussed on the creation and nurturing of popular action sports and streetwear brands, and the development of relevant, functional products that appeal to the target consumer in a rapidly changing market. Globe's Directors and senior management have extensive experience and specialist expertise in these sectors.

Mariner has provided a profile of its directors and key personnel on pages 13 and 14 of its Bidder's Statement. The profiles and the general description of Mariner do not identify any specific management or operational skills or experience that the Directors consider are of relevance to Globe's specialised business.

⁶ Source: IRESS

⁷ Source: IRESS

(c) No increase in scale or resources

The Directors believe that Mariner will not bring material scale, resources, or financial or other benefits by becoming a Shareholder in Globe for the following reasons:

- Mariner's market capitalisation is approximately \$3.05 million compared to Globe's market capitalisation of approximately \$16.58 million as at 2 January 2013;⁸
- Mariner's pro-forma NTA as at 30 June 2012 is only \$1.3 million, adjusted to include its recently completed rights issue⁹, compared to Globe's NTA of \$26.5 million as at 30 June 2012; and
- Mariner reported cash of approximately \$0.38 million in its 30 June 2012 pro-forma statement of financial position¹⁰, including the proceeds of its recently completed rights issue, compared to Globe's cash holdings of \$10.1 million as at 30 June 2012.

Based on the significantly larger size, scale and scope of Globe's multinational business, the Globe Directors do not consider that Mariner is likely to bring any significant resources or capabilities to the Globe business.

(d) Mariner has an inconsistent and short term strategy

The Bidder's Statement does not set out clear plans or a clear strategy for Globe. In the view of Globe's Directors, recent statements from Mariner suggest that it has an inconsistent and short term focussed strategy:

- In February 2012 the Mariner CEO was quoted in the Brisbane Times as stating: *"For the last 10 years or so there has been too much investment in structuring and financial services."* Only eight months later in October 2012 Mariner announced a takeover bid for Wilson, an investment and financial services company.
- In October 2012 the CEO of Mariner was quoted in the Business Australian as stating: *"We are unapologetically a trader"*, indicating the short term focus of Mariner's activities.

1.5 The Mariner Offer is highly conditional and uncertain

(a) The Mariner Offer is highly conditional

The Offer is highly conditional and uncertain. As set out in section 7.7 of the Bidder's Statement, the Offer is subject to no less than 15 separate defeating Conditions, many with further sub-conditions. The Conditions of the Offer are discussed further in Section 6.2 of the Target's Statement and summarised in Annexure 1.

There are significant risks and implications if you accept Mariner's conditional Offer. If you accept the Offer, unless all of the Conditions are fulfilled or waived by Mariner:

⁸ Source: IRESS

⁹ As outlined on pages 16 and 17 of the Bidder's Statement

¹⁰ As disclosed in the proforma balance sheet on page 16 of the Bidder's Statement

- you will be unable to sell your Globe Shares on the ASX or otherwise;
- you will be unable to accept another potentially superior offer for Globe; and
- Mariner will not have any obligation to acquire your Globe Shares;

unless Mariner withdraws the Offer or a right to withdraw your acceptance arises under the Corporations Act.

The uncertainty and conditionality of the Offer is increased by the inclusion of conditions for regulatory approval and potential approval by Mariner's shareholders. The nature of any requirement for regulatory approvals is not disclosed by Mariner.

(b) Mariner has an unsuccessful takeover track record

Vientno Group Limited (ASX: VIE) (Vientno)

In May 2011, Mariner acquired a strategic stake in Vientno and attempted to force a shareholder vote to take control of the board of Vientno. On 6 July 2011, the Takeovers Panel rejected Mariner's application to make a declaration of unacceptable circumstances. Mariner then made an unsolicited takeover offer for Vientno which it withdrew in September 2011. On 29 February 2012, Mariner announced the sale of its remaining shareholding in Vientno.

Austock Group Limited (ASX: ACK) (Austock)

In June 2012, Mariner announced an unsolicited cash takeover offer for Austock. In August 2012, the Takeovers Panel made a declaration of unacceptable circumstances against Mariner on multiple grounds, and the takeover offer was withdrawn. As part of its declaration, the Takeovers Panel awarded costs against Mariner.

Wilson HTM Investment Group Limited (ASX: WIG)

In October 2012 Mariner made an unsolicited conditional scrip takeover offer for Wilson. The directors of Wilson and the major shareholder in Wilson, Deutsche Australia Limited have announced they intend to reject the Wilson Offer for the shares they own or control, being a combined 40.2% of Wilson's shares on issue. As at 31 December 2012, more than 2 months into the offer, Mariner have acquired a relevant interest of just 5,900 Wilson Shares and voting power of just 0.006% in Wilson¹¹.

Globe International Limited (ASX: GLB)

In November 2012 Mariner made an unsolicited conditional scrip takeover offer for Globe. Globe Shareholders who own or control 70.7% of the issued shares in Globe have publicly announced they intend to reject the Mariner Offer.

¹¹ Outlined on page 2 of Wilson's First Supplementary Target's Statement, dated 2 January 2013, to the best of Wilson's knowledge.

1.6 Disclosure of risks and other information

The Globe Directors consider the information provided by Mariner in its Bidder's Statement does not adequately disclose or describe the quality of earnings of Mariner, the effect of this Offer and the Wilson Offer or the risks of accepting Mariner Shares in consideration for your Globe Shares.

(a) Quality of earnings

Mariner's annual financial report for the year ended 30 June 2012 includes the statement of consolidated income for the first two financial years since the current Mariner directors and management were appointed to Mariner in November 2010¹². In these two years, more than half (58.7%) of Mariner's reported consolidated revenue resulted from \$2.3 million in "debt forgiveness", not from operating revenues. In fact, the level of debt forgiveness reported by Mariner exceeds Mariner's total reported profits over the last two years. In addition, excluding this debt forgiveness, the majority of Mariner's remaining reported revenues over this same period have resulted from non-recurring short term investments and asset trading.¹³

In Section 1 of its Bidder's Statement, Mariner has not disclosed any information about the past and future operating performance of Mariner. Based on this and the review of recent trading results as outlined above, the Globe Directors are of the view that Mariner does not have an operating business that is capable of generating stable and recurring operating income. The Globe Directors consider that earnings risk is a key factor that Globe Shareholders should consider before deciding to accept the Mariner Offer.

(b) CGT rollover relief not available

The Bidder's Statement implies in its Section 5.2 that Globe Shareholders who accept the Offer may choose CGT rollover relief to apply to their acceptance. In practice this will not be available as the conditions for CGT relief are not expected to be met, the reasons for which are outlined below.

As set out in Section 1.2 of this Target's Statement, Globe Shareholders who own or control 70.7% of Globe Shares have announced they intend to reject the Offer. On this basis, one of the conditions for the application of CGT rollover relief, being the requirement for Mariner to acquire 80% or more of Globe Shares on completion of the Offer, will not be met, and CGT rollover relief will therefore not be available to Globe Shareholders who accept the Offer.

(c) Financial position of Mariner

The Going Concern statement in Mariner's annual financial report for the year ended 30 June 2012¹⁴ stated that the Mariner directors reached the conclusion that Mariner is a going concern having regard to, amongst other things:

- Stanfield not demanding repayment of the loan or convertible notes provided to Mariner until Mariner is in a position to meet its existing liabilities and commitments; and

¹² Including the financial year ended 30 June 2011, the year in which the new management and directors took over.

¹³ Consolidated statement of comprehensive income, page 10 of Mariner's annual financial report for the year ended 30 June 2012, released on 30 August 2012.

¹⁴ Mariner's Going Concern statement is on page 42 of its 2012 annual financial report, released on 30 August 2012.

- Australian Public Trustees Limited, a company established by Mariner Chief Executive Officer, Darren Olney Fraser, not demanding repayment of its loan to Mariner until Mariner is in a position to meet its existing liabilities and commitments.

The Directors of Globe note that Mariner's annual financial report for the year ending 30 June 2012 states that Mariner borrowed \$400,000 at an effective interest rate of 50%, including facility fee, during the financial year ended 30 June 2012. The rationale for borrowing funds at such a high cost is not disclosed in the annual financial report or the Bidder's Statement.

The Globe Directors consider there has been inadequate disclosure of these matters in the Bidder's Statement, and that these matters would expose Globe Shareholders who accept Mariner Shares in exchange for their Globe Shares to unquantified risks.

(d) Financial position of Mariner's major shareholders

Mariner's largest shareholder Nottingham holds 19.55% of Mariner Shares on issue as at the date of the Bidder's Statement. Mariner's Chief Executive Officer is a director and 50% beneficiary of Nottingham¹⁵. Advisory firm Korda Mentha was appointed as an external administrator and controller to Nottingham on 19 October 2012 (in respect of certain real estate assets). The controllers instructed agents to sell a property owned by Nottingham at a mortgagee auction in December 2012.

Stanfield is Mariner's second largest shareholder, holding 15.61% of Mariner Shares on issue as at the date of the Bidder's Statement. In its annual financial report for the year ended 30 June 2012, Stanfield reported a net loss of \$1,313,903 for the year ended 30 June 2012, and as at that date the consolidated entity's liabilities exceeded its total assets by \$1,714,413.¹⁶ The independent auditor's report included in this annual financial report noted that these conditions, together with other matters, indicate the existence of a material uncertainty which may cast significant doubt about the consolidated entity's ability to continue as a going concern.

Two of Stanfield's three directors are also directors of Mariner, and Stanfield's third director is the Company Secretary for Mariner. Stanfield is also a financier of Mariner via the provision of a loan and convertible notes to Mariner and its participation in a placement of shortfall from Mariner's recent rights issue, and is a service provider to Mariner.

1.7 The Offer is opportunistic

The Globe Directors consider the Offer is opportunistic in being made at a time when Globe's Shares are trading below its Net Tangible Asset value. The Globe Directors recognise that recent trading performance has been disappointing, which in part has been due to weakness in both domestic and international markets. While difficult trading conditions can be expected to continue in the short term, the Directors expect that the strategies put in place over the last two to three years with the aim of diversifying and strengthening Globe's business will have a positive impact in the medium to long term. Section 4.5(d) of this Target's Statement provides an overview of these strategies, as well as reflecting upon the short term impacts of current market conditions.

¹⁵ Mariner Form 604, released to the ASX on 29 November 2012.

¹⁶ Disclosed on pages 17 and 18 of Stanfield's annual financial report for the year ended 30 June 2012, released on 18 September 2012

2 Question and Answers

This section answers some commonly asked questions about the Mariner Offer. It is not intended to address all relevant issues for Globe Shareholders. This section should be read together with all other parts of this Target's Statement.

Question	Answer
1 Who is Mariner?	Mariner is an ASX-listed company that makes strategic investments in listed companies. Mariner currently has no controlling interests in any listed companies, but has minority investments in Eco Quest Limited, Becton Property Group and Diversa Limited and is currently also making a takeover offer for Wilson. Further information on Mariner can be found in the Bidder's Statement.
2 What is the Bidder's Statement?	The Bidder's Statement is the replacement bidder's statement that was released to the ASX on 6 December 2012 and despatched to Globe Shareholders on 21 December 2012. The Bidder's Statement describes the terms of the Mariner Offer for your Globe Shares and information relevant to your decision whether or not to accept the Mariner Offer.
3 What is Mariner's offer for my Globe Shares?	Mariner is offering 5 Mariner Shares for every 4 Globe Shares held by you.
4 Are there any Conditions to the Offer?	Yes, the Mariner Offer is subject to a number of Conditions. The major Conditions are referred to in Section 6.2 of this Target's Statement, and a list of the Conditions is set out in full in section 7.7 of the Bidder's Statement and summarised in Annexure 1 of this Target's Statement.
5 What choices do I have as a Globe Shareholder?	As a Globe Shareholder, you have the following choices in respect of your Globe Shares: • REJECT the Mariner Offer by doing nothing. Your Directors recommend that you REJECT the Mariner Offer; • sell your Globe Shares on the ASX (unless you have previously accepted the Mariner Offer and you have not validly withdrawn your acceptance); or • accept the Mariner Offer. There are implications in relation to each of the above choices. A summary of these implications is set out in Section 3 of this Target's Statement.
6 What are your Directors recommending?	Your Directors unanimously recommend that you REJECT the Mariner Offer. If there is a change to this recommendation or any material development in relation to the Mariner Offer, your Directors will inform you.

Question**Answer**

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| 7 What is this Target's Statement? | This Target's Statement has been prepared by Globe and provides Globe's response to the Bidder's Statement and the Mariner Offer, including the unanimous recommendation of your Directors to REJECT the Mariner Offer. |
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| 8 Is an independent expert's report required? | No, an independent expert's report is not required to be included in the Target's Statement. Given the speculative, uncertain and inadequate value of the Offer, and that Globe Shareholders who own or control 70.7% of Globe's Shares have announced that they intend to reject the Offer, the Globe Directors did not consider that the cost of an independent expert's report is warranted. |
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| 9 What do the Globe Directors intend to do with their Globe Shares? | Each Director who has a relevant interest in Globe Shares intends to REJECT the Mariner Offer in respect of any such Globe Shares. Refer to Section 4.3 of this Target's Statement for further details of Globe's Directors' shareholdings. |
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| 10 How do I REJECT the Mariner Offer? | To REJECT the Mariner Offer, you should DO NOTHING . You should TAKE NO ACTION in relation to all documents sent to you by Mariner. |
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| 11 How do I ACCEPT the Offer? | Instructions for how to accept the Offer are set out in the Bidder's Statement. |
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| 12 What are the consequences of accepting the Mariner Offer now, while it remains conditional? | If you accept the Mariner Offer, unless withdrawal rights are available (see question 14 below) and you exercise those rights, you will give up your right to sell your Globe Shares on the ASX or otherwise deal with your Globe Shares while the Mariner Offer remains open (including the acceptance of any potential higher competing offer). While the Mariner Offer remains conditional, you will not receive any Mariner Shares under the Mariner Offer. You should take into account the possibility that there may be a delay in certain Conditions being fulfilled, or even that a Condition may not be fulfilled or waived (see question 17 below). |
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| 13 What are the consequences of the Mariner Offer becoming unconditional? | If you accept the Mariner Offer after the Mariner Offer becomes unconditional or the Mariner Offer becomes unconditional after you have accepted, you will be entitled to receive the consideration under the Mariner Offer. Mariner will be entitled to attend meetings of Globe and vote on behalf of those Globe Shareholders who have accepted the Mariner Offer in order to defeat resolutions relating to competing offers which may adversely affect the success of the Mariner Offer. |
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Question**Answer**

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| 14 If I accept the Mariner Offer, can I withdraw my acceptance? | <p>You may only withdraw your acceptance of the Mariner Offer if:</p> <ul style="list-style-type: none">• Mariner varies the Mariner Offer in a way that postpones, for more than one month, the time when Mariner needs to meet its obligations under the Mariner Offer; and• the Conditions have not been waived or fulfilled at the time of your purported withdrawal. <p>See Section 6.7 of this Target's Statement for further details.</p> |
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| 15 What happens if the consideration payable under the Mariner Offer is increased? | <p>If Mariner increases the consideration payable under the Mariner Offer, your Directors will carefully consider the revised offer and advise you accordingly.</p> |
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| 16 When does the Mariner Offer close? | <p>The Mariner Offer is presently scheduled to close at 7.00pm (Melbourne time) on 15 February 2013, but the Offer Period can be extended in certain circumstances.</p> <p>See Section 6.4 of the Target's Statement for details of the circumstances in which the Offer Period can be extended.</p> |
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| 17 What happens if the Conditions of the Mariner Offer are not fulfilled or waived? | <p>If the Conditions are not fulfilled or waived before the Mariner Offer closes, the Mariner Offer will lapse and acceptances will be cancelled. You would then be free to deal with Globe Shares even if you had accepted the Mariner Offer.</p> |
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| 18 When will I receive the consideration if I accept the Mariner Offer? | <p>If you accept the Mariner Offer before the end of the Offer Period and the Mariner Offer becomes unconditional either before or after your acceptance, you will be issued your consideration by the earlier of:</p> <ul style="list-style-type: none">• one month after the Mariner Offer is accepted by you or the Mariner Offer becomes unconditional (whichever is later); or• 21 days after the end of the Offer Period. <p>Further details are included in the Bidder's Statement.</p> |
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| 19 What are the tax implications of accepting the Mariner Offer? | <p>The taxation consequences of accepting the Mariner Offer depend on a number of factors and will vary according to your particular circumstances.</p> <p>A general outline of the taxation consequences of accepting the Mariner Offer is set out in Section 7 of this Target's Statement.</p> |
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| 20 What happens if I do nothing? | <p>You will remain a Globe Shareholder.</p> <p>See section 3.1 of this Target's Statement for more details.</p> |
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Question**Answer**

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| 21 Can I be forced to sell my Globe Shares? | <p>You cannot be forced to sell your Globe Shares unless Mariner acquires a relevant interest in at least 90% of all Globe Shares by the end of the Offer Period, and proceeds to compulsory acquisition of your Globe Shares.</p> <p>As 70.7% of Globes Shareholders have announced they intend to REJECT the Mariner Offer, on this basis this scenario will not occur and there will be no compulsory acquisition of your Globe Shares.</p> |
| <hr/> | |
| 22 What if I am a Foreign Shareholder? | <p>Any Globe Shareholder who is a citizen or resident of a jurisdiction other than Australia or New Zealand (Foreign Shareholder) will not be entitled to receive Mariner Shares under the Mariner Offer.</p> <p>Instead, if a Foreign Shareholder were to accept the Offer, the relevant Mariner Shares (that would otherwise be transferred to such Foreign Shareholders) will be allotted to a nominee approved by ASIC who will offer those securities for sale and will distribute to each of those Foreign Shareholders their proportion of the proceeds of sale net of expenses.</p> <p>See section 7.4(d) of the Bidder's Statement for further details.</p> |
| <hr/> | |
| 23 Is there a number that I can call if I have further queries in relation to the Mariner Offer? | <p>If you have any further queries in relation to the Mariner Offer, you can call Globe's Company Secretary, Gerhard Correa, on +61 3 8534 9982 during business hours.</p> |
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3 Your choices as a Globe Shareholder

Your Directors unanimously recommend that you **REJECT** the Mariner Offer

However, as a Globe Shareholder you have three choices currently available to you:

3.1 REJECT the Mariner Offer

Globe Shareholders who do not wish to accept the Mariner Offer or sell their Globe Shares on market should DO NOTHING.

If you do not wish to accept the Mariner Offer, do not take any action in relation to documents sent to you by Mariner.

3.2 Sell your Globe Shares on market

Globe Shareholders can sell some or all of their Globe Shares on market for the market price at the time.

The latest price for Globe Shares may be obtained from the ASX website www.asx.com.au.

Globe Shareholders who sell their Globe Shares on market may incur a brokerage charge.

Globe Shareholders who wish to sell their Globe Shares on market should contact their broker for information on how to effect that sale.

3.3 Accept the Mariner Offer

Globe Shareholders may elect to accept the Mariner Offer for some or all of their shareholding. Globe Shareholders who accept the Mariner Offer:

- will not receive the consideration under the Mariner Offer unless and until each of the Conditions to the Mariner Offer are fulfilled or waived; and
- may not be able to withdraw their acceptance and sell their Globe Shares.

Globe Shareholders who wish to accept the Mariner Offer should refer to the Bidder's Statement for instructions on how to do so.

The Directors of Globe recommend you do not accept the Mariner Offer.

4 Profile of Globe

4.1 Overview

Globe International Limited is an Australian founded, global company engaged in the design, marketing and distribution of apparel, footwear and skate hardgoods brands for the action sports and street fashion markets. Globe's products are sold to nearly 100 countries around the world, with offices, distribution and manufacturing centres in Melbourne Australia, Los Angeles USA, Hossegor France, Lyon France, London England, China and the Gold Coast Australia.

Globe's proprietary brands include Globe, Enjoi, Blind, Dusters, Almost, Cliché, Darkstar, Speed Demons, Tensor and Gallaz. The company is listed on the ASX and has three operating segments: Australasia, North America and Europe. Globe's brands are also sold by third party distributors around the world with a number of "Globe" branded retail stores in various territories.

Globe also maintains a leading distribution business of third party owned brands for the Australian and New Zealand market operating under its Hardcore and 4Front Divisions.

4.2 History of Globe

Globe was established in the 1980's, born out of Hardcore Enterprises, an Australian-based company specialising in skateboards and street culture.

Peter and Stephen Hill founded Hardcore in 1984 and rapidly expanded it to become one of the world's largest skateboard distribution companies. At the time, the Hills were professional skateboarders who were dissatisfied with the quality of skate and snow products available in Australia, so they went into business to import the best from the USA.

Through constant film productions, promotions, tours, contests, video and magazine advertising, Hardcore became the driving force behind the skateboarding explosion during the mid '80s in Australia.

In 1994, along with brother and current Globe CEO Matt Hill, the Globe brand was created. After 10 years of design, production and distribution with Hardcore, it was time to create a global brand, first with shoes for skaters and surfers, and then with apparel and hardgoods for the broader boardsports market.

In 2001 the Group decided to raise capital in order to fund further international expansion and as a result Globe was listed on the ASX, although the Hill brothers maintained a majority stake in the business. Fast forward to today and the Group is a multi-branded international business. The same crew of skaters, surfers and snowboarders who started the business back in the '80s has grown to a global network of counter culture artisans that are united by boardsports, street fashion, media, design and film.

4.3 Directors and Director interests

Paul Isherwood AO, Chairman and non-executive director

Paul Isherwood was appointed to the Board of Directors in March 2001 and elected Chairman in March 2003. He is a former Partner and National Executive Chairman of Partners of Coopers & Lybrand, Chartered Accountants. He was also a director of St. George Bank Limited between October 1997 and December 2008. Paul is currently

deputy Chairman of the Australand Property Group.

As at the date of this Target's Statement, Paul owns or controls 900,000 (2.17%) Globe Shares and has confirmed he intends to **REJECT** the Mariner Offer with regard to all of these shares.

Stephen Hill, Founder and executive director

Stephen Hill co-founded Globe in 1984, remains a shareholder in the business, and has expertise in the development of growth initiatives, brand development and market positioning strategies for the Company. Stephen is a former skateboarding champion and remains an active skateboarder, snowboarder and surfer.

As at the date of this Target's Statement, Stephen owns or controls 12,485,606 (30.10%) Globe Shares and has confirmed he intends to **REJECT** the Mariner Offer with regard to all of these shares.

Peter Hill, Founder and executive director

Peter Hill co-founded Globe in 1984 and maintains a significant shareholding in the business. He is a major contributor to the strategic market direction and brand development of the business. Peter is a former skateboarding champion and maintains an extensive interest in extreme action sports and motorsports.

As at the date of this Target's Statement, Peter owns or controls 12,436,009 (29.99%) Globe Shares and has confirmed he intends to **REJECT** the Mariner Offer with regard to all of these shares.

4.4 Ownership and capital structure

Globe is a public company, first listed on the ASX in 2001 (ASX code: GLB).

Globe's capital structure consists of 41,463,818 fully paid ordinary shares which are held by approximately 850 shareholders. All Globe Shares carry one vote per Globe Share and carry the right to receive dividends, when declared.

Substantial shareholders

As at 2 January 2013, the substantial Globe Shareholders are:

Name	Globe Shares	% Total Globe Shares
Stephen Hill	12,485,606	30.10%
Peter Hill	12,436,009	29.99%
Matt Hill	3,495,965	8.43%
Poly Town Pty Limited	2,436,022	5.88%

The Offer extends to all Globe Shares. Your Board of Directors, and CEO Matt Hill, who together own or control 70.7% of all Globe Shares on issue, have announced that they intend to **REJECT** the Mariner Offer.¹⁷

4.5 Financial position and results

The financial information in this section is presented in an abbreviated form and does not contain all of the disclosures or statement that are usually provided in an annual report prepared in accordance with Australian Accounting Standards and the Corporations Act.

¹⁷ GLB Market Announcement dated 30 November 2012.

Globe Shareholders are cautioned not to place undue reliance on the summary of financial information contained in this Target's Statement.

Globe Shareholders should refer to the Group's audited annual reports for the financial years ended 30 June 2012 and 30 June 2011 for more detailed disclosures, including details of accounting policies. The financial statements for the financial year ended 30 June 2012 were released to the ASX on 21 August 2012, and the full annual report which was released subsequently is available on the ASX website at www.asx.com.au under ASX code GLB, or on Globe's corporate website at www.globecorporate.com.

The summary financial information contained in this section is based on the audited FY2012 annual report, has been approved by the Board and is underpinned by certain assumptions that may involve subjective elements of judgement.

(a) Consolidated statement of comprehensive income

	2012	2011
	\$'000	\$'000
Net Sales	82,262	87,724
Other revenues	799	773
Revenue from continuing operations	83,061	88,497
Other income	1,412	243
Changes in inventories of finished goods and work in progress	1,959	1,439
Inventories purchased	(46,934)	(49,307)
Employee benefits expense	(13,968)	(14,136)
Depreciation and amortisation expense	(1,089)	(1,163)
Impairment of intangible assets	-	(199)
Finance costs	(2)	(14)
Selling and administrative expenses	(23,737)	(23,584)
Profit / (loss) before related income tax expense	702	1,776
Income tax (expense) / benefit	(640)	(687)
Profit / (loss) attributable to members of Globe International Limited	62	1,089
Other comprehensive income / (expense)		
Changes in fair value of cash flow hedges	156	(269)
Exchange differences on translation of foreign operations	286	(3,727)
Income tax relating to components of other comprehensive income	(330)	779
Other comprehensive income / (expense) for the year, net of tax	112	(3,217)
Total comprehensive income / (expense) for the year	174	(2,128)

(b) **Consolidated balance sheet**

	2012	2011
	\$'000	\$'000
ASSETS		
Current assets		
Cash and cash equivalents	10,157	12,320
Trade and other receivables	12,473	12,208
Inventories	14,452	12,587
Prepayments	808	676
Current tax assets	276	440
Total current assets	38,166	38,231
Non-current assets		
Property, plant and equipment	1,667	1,832
Other financial assets	1,348	1,280
Intangible assets	18,477	18,848
Deferred tax assets	3,055	3,314
Total non-current assets	24,547	25,274
Total assets	62,713	63,505
LIABILITIES		
Current liabilities		
Trade and other payables	12,357	11,455
Derivative financial instruments	4	160
Provisions	894	959
Total current liabilities	13,255	12,574
Non-current liabilities		
Deferred tax liabilities	3,866	3,444
Provisions	474	414
Other	120	176
Total non-current liabilities	4,460	4,034
Total liabilities	17,715	16,608
NET ASSETS	44,998	46,897
Equity		
Contributed equity	144,223	144,223
Treasury shares	(487)	(487)
Reserves	(9,926)	(10,038)
Retained profits/(losses)	(88,812)	(86,801)
TOTAL EQUITY	44,998	46,897

(c) **Dividends and franking credits**

During the financial year ended 30 June 2011, the Group paid a \$2.1 million final dividend for the year ended 30 June 2010. The fully franked 5 cent dividend was paid to Globe Shareholders on 14 October 2010.

During the financial year ended 30 June 2012, the Group paid a \$2.1 million final dividend for the financial year ended 30 June 2011. This fully franked 5 cent dividend was paid to Globe Shareholders on 30 September 2011.

Since the end of the 2012 financial year, the Group paid a \$1.0m final dividend for the

year ended 30 June 2012. This fully franked 2.5 cent dividend was paid to Globe Shareholders on 18 October 2012.

Following the payment of these dividends, the franking credits available for subsequent dividend payments, based on a tax rate of 30%, are \$4.5 million. This will allow for up to \$10.4 million of future fully franked dividends, if there are no other changes to the Group's franking credit account balance.

(d) General business overview

Section 1.7 of this Target's Statement refers to strategies that have been implemented over the last two to three years with the aim of diversifying and strengthening Globe's business. While market conditions are expected to remain difficult in the short-term, the Directors expect that these strategies will have a positive impact on the performance of Globe in the medium to long term, which should in-turn have a positive impact in reducing the gap between Net Tangible Assets and market capitalisation.

As part of his address to shareholders at the company's Annual General Meeting on 14 November 2012, Globe's CEO, Matt Hill outlined some of these strategies, as well as addressing the challenges in the short term due to unfavourable market conditions. Some excerpts of this address are included below:

"There has been significant discussion this year regarding the action sports industry in general and the challenges at a retail level. Surf retail which is an important part of the Group's account base, has had a very difficult 24 months. While Globe moved strategically a number of years ago to exit retail and to diversify its brands and distribution channels, the Group is still not immune to this type of downturn. Furthermore, the European markets remained volatile throughout the past year, and the USA stagnant in terms of economic activity.

In some areas of the business these factors detracted from performance. The footwear business had a difficult year, as did certain core Dwindle skate hardgoods brands. However, despite this adversity, Globe International was able to remain stable and profitable throughout the year, maintaining its financial independence. With net sales flat in local currency terms, the growth from recent branded investments and structural changes off-set the downturn in these other areas of the business. Furthermore, despite the market difficulties, the Group continues to invest in future programs for the years to come.

In short, in 2012, Globe:

- Generated a profit and sustained revenues in constant currency terms.
- Remained debt free.
- Continued to return dividends with a full year dividend of 2.5 cent per share issued in October of this year.
- Launched new brands for future growth.
- Achieved growth in brands and new product categories seeded in the prior year.
- Continued to diversify our distribution and brand portfolio.

Amidst tough conditions over the past few years, through perseverance and adaptability the Group has moved the quality of its brands forward. In the past year, branded highlights have included Globe skateboards which continue to exceed expectations in all territories. Globe apparel has also continued to grow in the EU and Australia with edgier designs bringing a much needed fresh perspective to the surf apparel account base. Finally, a highlight of the recently launched 4Front Distribution fashion division was the performance of Obey clothing. The Obey brand, for which the company has exclusive distribution rights for Australia, achieved impressive growth and market share gain in Australia.

So, while the financial results of the business are modest, they do not reflect the qualitative story of the business completely. The 2012 financial year was one that saw the business further expand and diversity, setting a framework for future years' growth.

In 2013 the Group continues to invest in future branded programs. In Australia, a workwear brand – FXD – has been launched. The brand has been well received by both wholesale accounts and consumers. FXD, which is directed to a younger, next generation workwear customer, lines up the Group's product development skills with its market knowledge of this consumer. It also provides an opportunity to further diversify into new distribution channels, without compromising existing brands.

Finally Globe skateboards continue to grow in all existing markets, and are expanding well into international territories, in particular into key Asian markets.

The Group remains positive about the financial prospects for the years ahead. The strategic changes made over a number of years, in anticipation of and reaction to market changes, leave the group well placed to continue to weather the storm with regards to broader market and industry challenges. From a branded perspective, the Group is more optimistic about its brand mix and offerings than has been the case for many years. The right mix of brands, progressive product development, and lack of reliance on any one customer base or distribution channel are all great strengths of the business.

However, given uncertainties in the markets in which the Group operates, this enthusiasm needs to be tempered when projecting short term financial results. For the current year, assuming conditions do not deteriorate significantly, the Group expects constant currency revenues to be up moderately on the prior year. With regard to profitability, with ongoing downward pressure on margins and volatility in key markets, it is difficult to predict with exact precision a final year outcome at this stage."

4.6 No material change in financial position

Within the knowledge of each of the Globe Directors, the financial position of the Group has not materially changed between 30 June 2012 and the date of this Target's Statement, other than as a result of normal operations since that date, or as previously disclosed to the market.

4.7 Material litigation

There is no current litigation of a material nature against Globe. Your Directors have no knowledge of any potential material litigation.

4.8 Mariner's relevant interest in Globe International Limited

Mariner has stated in section 1.6 of its Bidder's Statement that Mariner and its associates have no relevant interests in Globe Shares and have voting power in Globe of 0%. Mariner and its associates have not disclosed any interest in Globe Shares prior to the date of this Target's Statement.

5 Profile of Mariner

The following information in relation to Mariner has been prepared by Globe using publicly available information. This information has not been independently verified. Accordingly, Globe does not, subject to the Corporations Act, make any representation or warranty, express or implied, as to the accuracy or completeness of this information. Further information on Mariner can be found in Section 1 of the Bidder's Statement.

5.1 Overview

Mariner Corporation Limited is a company listed on the ASX (ASX code MCX). The principal activities of the Mariner consolidated group during the last financial year were management of investment schemes, cattle leasing activities and investment activities.

Since new management took control of Mariner in November 2010, it has disposed of non-performing assets, divested its funds management business, simplified operations, reduced costs and reduced debt and creditor operations.

In 2012 Mariner disposed of investments in Peanut Company of Australia, Farm Pride Foods Limited, Capilano Honey Limited, Tasmanian Pure Foods Limited, and Vientno Group Limited.

5.2 No disclosure of combined group

Due to the myriad of permutations and combinations arising from the various scenarios under the Offer and the Wilson Offer, Globe does not consider it is appropriate to present Globe Shareholders with:

- a pro forma merged balance sheet of Mariner; or
- an adjusted capital structure of Mariner.

The Directors do not consider that such a presentation would assist Globe Shareholders and may even mislead Globe Shareholders since it may suggest that Mariner is a far more substantial entity than it in fact is.

The Directors note that the Offer and the Wilson Offer are highly conditional and are not subject to minimum acceptance conditions. Further, in the case of the Wilson Offer, Shareholders representing 40.2% of the Wilson Shares have announced that they do not intend to accept the Wilson Offer and shareholders in Globe representing 70.7% have announced that they do not intend to accept the Offer.

5.3 Publicly available information about Mariner

Mariner is a listed disclosing entity for the purposes of the Corporations Act and as such is subject to regular reporting and disclosure obligations. Specifically, as a listed company, Mariner is subject to the ASX Listing Rules which require continuous disclosure of any information Mariner has concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

Copies of documents filed with ASX may be obtained from the ASX website at www.asx.com.au or from the Mariner website at www.marinercorporation.com.au. In addition, Mariner is required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Mariner may be obtained from, or inspected at, an ASIC office.

6 Information about the Mariner Offer

6.1 Summary of the Mariner Offer

The consideration being offered by Mariner under its takeover bid is 5 Mariner Shares for every 4 Globe Shares held by you.

If you are a Foreign Shareholder, you will not be entitled to receive Mariner Shares. Instead, the Mariner Shares to which you would otherwise be entitled will be sold by a nominee approved by ASIC and the net proceeds paid to you.

The Mariner Offer is subject to a number of Conditions. The nature of the Conditions is outlined in Section 6.2 of this Target's Statement, and a summary of all Conditions is included in Annexure 1.

6.2 Conditions to the Mariner Offer

The Mariner Offer is subject to a number of Conditions which are set out in full in section 7.7 of the Bidder's Statement and summarised in Annexure 1 of this Target's Statement.

If all of the Conditions are not fulfilled, or waived by Mariner, before the end of the Offer Period, then the Mariner Offer will lapse and no consideration will be received by Globe Shareholders who have accepted the Mariner Offer. Furthermore, Globe Shareholders who accept the Mariner Offer will, in the meantime, lose the ability to deal with their Globe Shares or accept any potential higher competing offer, except in certain limited circumstances.

Your Directors also note that many of the Conditions may be breached by Globe taking (or refraining from taking) various actions. Based on information on hand as at the date of this Target's Statement, Globe's Board does not have knowledge of any specific breaches that are likely to occur. However, it is possible that by pursuing opportunities in the interests of Globe Shareholders, one or more of these Conditions could be breached in the future.

6.3 Offer Period

Unless the Mariner Offer is extended or withdrawn, it is open for acceptance from 21 December 2012 until 7.00pm (Melbourne time) on 15 February 2013.

The circumstances in which Mariner may extend or withdraw the Mariner Offer are set out in section 6.4 and section 6.5 respectively of this Target's Statement.

6.4 Extension of the Offer Period

Mariner may extend the Offer Period at any time before giving the Notice of Status of Conditions (referred to in section 6.10 of this Target's Statement) while the Mariner Offer is subject to Conditions. However, if the Mariner Offer is unconditional (that is, all the Conditions are fulfilled or freed), Mariner may extend the Offer Period at any time before the end of the Offer Period.

In addition, there will be an automatic extension of the Offer Period if, within the last 7 days of the Offer Period:

- Mariner improves the consideration offered under the Mariner Offer; or
- Mariner's voting power in Globe increases to more than 50%, which as previously stated is unlikely given Globe Shareholders owning or controlling 70.7% of Globe's Shares have announced they intend to REJECT the bid.

If either of these 2 events occurs, the Offer Period is automatically extended so that it ends 14 days after the relevant event occurs.

6.5 Withdrawal of Mariner Offer

Mariner may not withdraw the Mariner Offer if you have already accepted it. Mariner may withdraw the Mariner Offer in relation to any unaccepted Offers with the written consent of ASIC and subject to the conditions (if any) specified in such consent.

6.6 Effect of acceptance

If you accept the Mariner Offer, then, unless withdrawal rights are available (see section 6.7 of this Target's Statement below) and you exercise these rights, you will give up your right to sell Globe Shares on market or to any other person that may make a takeover bid for Globe Shares, or deal with them in any manner. The effect of acceptance of the Mariner Offer is set out in section 7.5 of the Bidder's Statement. Globe Shareholders should read these provisions in full to understand the effect that acceptance will have on their ability to exercise the rights attaching to their Globe Shares (including all rights to receive distributions and to receive and subscribe for shares, notes, options or other securities declared, paid, or issued in relation to Globe) and the representations and warranties which they give by accepting the Mariner Offer.

In particular, Globe Shareholders accepting the Mariner Offer should note that on the Mariner Offer, or any contract resulting from the acceptance of the Mariner Offer, becoming unconditional, Mariner will be entitled to attend meetings of Globe and vote on their behalf in respect of their Globe Shares in order to defeat resolutions relating to any competing offers which may adversely affect the success of the Mariner Offer.

6.7 Your ability to withdraw your acceptance

If you accept the Mariner Offer, you will only have limited rights to withdraw your acceptance of the Mariner Offer.

You may only withdraw your acceptance of the Mariner Offer if:

- Mariner varies the Mariner Offer in a way that postpones, for more than one month, the time when Mariner needs to meet its obligations under the Mariner Offer (for example, if Mariner extends the Offer Period by more than one month and the Mariner Offer is still subject to the Conditions); and
- the Conditions have not been waived or fulfilled at the time of your purported withdrawal.

6.8 Retaining your Globe Shares: minority shareholder consequences

Globe Shareholders owning or controlling 70.7% of Globe's Shares have announced that they intend to REJECT the Mariner Offer. Accordingly, the maximum interest Mariner can acquire in Globe is 29.3%.

On this basis, Mariner will not be entitled to compulsorily acquire all outstanding Globe Shares (as it would first need to acquire 90% of Globe Shares), nor will Mariner be able to acquire a majority interest in Globe (Mariner would need to acquire more than 50% of Globe's Shares for this to be the case).

If you do not accept the Offer or the Offer lapses, you will remain a Globe Shareholder. In this circumstance, you will continue to enjoy the risks and rewards of being a Globe Shareholder and the subsequent trading price of your Globe Shares may be higher or

lower than the implied value of the Mariner Offer.

6.9 Treatment of Foreign Shareholders

Any Globe Shareholder whose address (as recorded in the register of Globe Shareholders) is in a place outside Australia and its external territories or New Zealand, is not entitled to be issued with Mariner Shares under the Mariner Offer.

Instead, the relevant Mariner Shares (that would otherwise be transferred to Foreign Shareholders who accept the Mariner Offer) will be allotted to a nominee approved by ASIC. The nominee will offer for sale the Mariner Shares within 21 days of the end of the Offer Period in such a manner, at such a price and on such other terms and conditions as are determined by the nominee, and will distribute to each of those Foreign Shareholders their proportion of the proceeds of sale net of expenses.

See section 7.4(d) of the Bidder's Statement for further details.

6.10 Notice of Status of Conditions

Section 7.7(e) of the Bidder's Statement provides that Mariner will give a Notice of Status of Conditions to the ASX and Globe seven days before the end of the Offer Period.

Mariner is required to set out in its Notice of Status of Conditions:

- whether the Mariner Offer is free of any or all of the Conditions;
- whether, so far as Mariner knows, any of the Conditions have been fulfilled; and
- Mariner's voting power in Globe.

If the Offer Period is extended by a period before the time by which the Notice of Status of Conditions is to be given, the date for giving the Notice of Status of Conditions will be taken to be postponed for the same period. In the event of such an extension, Mariner is required, as soon as practicable after the extension, to give a notice to the ASX and Globe that states the new date for the giving of the Notice of Status of Conditions.

If a Condition is fulfilled (so that the Mariner Offer becomes free of that Condition) during the Offer Period but before the date on which the Notice of Status of Conditions is required to be given, Mariner must, as soon as practicable, give the ASX and Globe a notice that states that the particular Condition has been fulfilled.

As at 3 January 2013, Mariner had not given notice that any of the Conditions had been fulfilled or waived.

6.11 When you will receive your consideration if you accept the Mariner Offer

If you accept the Mariner Offer before the end of the Offer Period and the Mariner Offer becomes unconditional either before or after your acceptance, you will be issued your consideration by the end of whichever of the following periods ends earlier:

- one month after the Mariner Offer is accepted by you or the Mariner Offer becomes unconditional (whichever is later); or
- 21 days after the end of the Offer Period.

However, there are certain exceptions to the above timetable for the issuing of consideration. Full details of when you will be issued your consideration are set out in Section 7.6 of the Bidder's Statement.

6.12 Lapse of Mariner Offer

The Mariner Offer will lapse if the Conditions are not freed or fulfilled by the end of the Offer Period; in which case, all contracts resulting from acceptance of the Mariner Offer and all acceptances that have not resulted in binding contracts are void. In that situation, you will be free to deal with your Globe Shares as you see fit.

7 Australian taxation consequences

7.1 Introduction

This is a summary of the key Australian income tax, capital gains tax (**CGT**), goods and services tax (**GST**) and stamp duty implications that may arise for you if you dispose of your Globe Shares to Mariner pursuant to the Offer. This summary is based on Australian tax laws and administrative practices that are currently in force of application as at the date of this Target's Statement.

The summary is general in nature and does not cover all tax consequences that might be relevant. In particular, it does not apply to those Globe Shareholders who do not hold their Globe Shares on capital account (e.g. as a long-term investment), or who obtained their Globe Shares pursuant to an employee share scheme. It is not intended to be, nor should it be construed to be, legal, financial or taxation advice. It does not take into account your individual investment objectives, financial situation or particular needs. All Globe Shareholders are therefore urged to seek their own taxation advice in relation to their specific positions.

7.2 CGT implications of a disposal of your Globe Shares to Mariner

(a) AUSTRALIAN RESIDENT SHAREHOLDERS

Taxation implications of capital gains and losses

Acceptance of the Offer will result in the disposal of Globe Shares for Australian tax purposes, and a potential liability for CGT. As a general rule, the amount of the capital gain subject to tax will be determined as the value of the Offer Consideration (i.e. the Mariner Shares you will receive), which is generally determined at the time you accept the Offer, less your cost base in the Globe Shares.

Where the value of the Offer Consideration is less than your reduced cost base in the Globe Shares, the disposal will result in a capital loss, which can be applied to reduce other capital gains you realise or carried forward to future income tax years. Capital losses cannot be used to reduce tax payable on other ordinary income.

It should be noted that acceptance of the Offer will result in a disposal of the Globe Shares only where the Offer is successful – i.e. where the Conditions are either fulfilled or waived. Where the Offer lapses, any acceptances of the Offer will be void and you will continue to hold your Globe Shares.

Any of your brokerage or other transaction costs incurred in accepting the Offer will generally be included in calculating the cost base or reduced cost base of the Globe Shares.

Certain Globe Shareholders, including individuals, trusts and complying superannuation funds, who have held their Globe Shares for at least 12 months may be eligible for discount capital gains treatment. Under this concession, individuals and trusts may reduce the capital gain by 50%, while complying superannuation funds may reduce it by 33.33%.

Scrip for scrip rollover relief

To the extent you make a gain on the disposal of your Globe Shares, if you accept the Offer, it is unlikely that CGT rollover relief will be available.

Broadly, the CGT provisions allow for rollover relief from CGT where the following conditions are satisfied:

- (a) A share in Company A is exchanged for shares in Company B;
- (b) The owner of the shares in Company A would otherwise make a capital gain;
- (c) The exchange is part of a single arrangement where Company B acquires 80% or more of the voting shares in Company A; and
- (d) Either:
 - (i) All owners of voting shares in Company A are entitled to participate, and participation is on substantially the same terms for all the owners of interests in Company A; or
 - (ii) The arrangement is a takeover bid that does not contravene the relevant provisions in paragraphs 612 (a) to (g) of the Corporations Act.

Where the above conditions are satisfied in relation to the Offer, any CGT will be deferred until such time as the replacement shares are subsequently disposed of. You must make your own appraisal about the likelihood of the Offer satisfying the conditions above. However, in doing so, you should note in relation to condition (c) above that each Globe Director and Globe's CEO have announced that they intend to REJECT the Offer in respect of the Globe Shares owned or controlled by them. This represents 70.7% of Globe Shares, which means it is highly unlikely that condition (c) will be satisfied.

(b) FOREIGN SHAREHOLDERS

The rules outlined above may not apply to non-Australian tax resident Globe Shareholders. The Australian income tax implications for non-Australian resident Globe Shareholders are complex and will depend upon their own specific circumstances. Non-Australian tax resident Globe Shareholders may also have tax implications in their country of residence.

7.3 Goods and services tax

None of the following transactions is subject to Australian GST:

- the transfer of Globe Shares pursuant to the Mariner Offer (except incidental costs, such as brokerage, if any);
- the payment of dividends on Mariner Shares; and
- a disposal of Mariner Shares (except incidental costs, if any).

You may be entitled to input tax credits or reduced input tax credits for any incidental costs incurred, but should seek independent professional advice in relation to your own particular circumstances

7.4 Stamp Duty

If you accept the Mariner Offer, you will not be required to pay any stamp duty on the disposal of your Globe Shares, on the acquisition of Mariner Shares, or on a subsequent disposal of Mariner Shares.

8 Additional information

8.1 Interests and dealings in Globe securities

(a) Interests in Globe Shares and intentions in relation to the Mariner Offer

As at the date of this Target's Statement, each of the Directors had the following relevant interests in Globe Shares and has confirmed that he intends to take the action (or procure the taking of the action) noted in the table below in respect of those relevant interests:

Name of Director	Globe Shares	% Total Globe Shares	Action to be taken in relation to the Offer
Paul Isherwood	900,000	2.17%	Reject
Stephen Hill	12,485,606	30.10%	Reject
Peter Hill	12,436,009	29.99%	Reject

(b) Dealings in Globe Shares

No Director has acquired or disposed of a relevant interest in any Globe Shares in the 4 month period ending on the date immediately before the date of this Target's Statement, other than as detailed in the following table:

Name of Director	Date	Nature of dealing	Number of Globe Shares	Price
Paul Isherwood	31 August 2012	Acquisition	100,000	\$0.37
Stephen Hill	31 August 2012	Acquisition	173,347	\$0.37
Peter Hill	31 August 2012	Acquisition	123,750	\$0.37

8.2 Interests and dealings in Mariner securities

(a) Interests in Mariner Shares

As at the date of this Target's Statement, no Director had a relevant interest in any Mariner Shares.

(b) Dealings in Mariner Shares

No Director has acquired or disposed of a relevant interest in any Mariner Shares in the 4 month period ending on the date immediately before the date of this Target's Statement.

8.3 Benefits and agreements

(a) Benefits in connection with retirement from office

No person has been or will be given any benefit (other than a benefit which can be given without member approval under the Corporations Act) in connection with the retirement of that person, or someone else, from a board or managerial office of Globe or related body corporate of Globe.

(b) **Agreements connected with or conditional on the Mariner Offer**

There are no agreements made between any Director and any other person in connection with, or conditional upon, the outcome of the Mariner Offer other than in their capacity as a holder of Globe Shares.

(c) **Benefits from Mariner**

None of the Directors has agreed to receive, or is entitled to receive, any benefit from Mariner which is conditional on, or is related to, the Mariner Offer, other than in their capacity as a holder of Globe Shares as outlined in Section 4.3 of this Target's Statement.

(d) **Interests of Directors in contracts with Mariner**

None of the Directors has any interest in any contract entered into by Mariner.

8.4 Consents

The following persons have given and have not, before the date of this Target's Statement, withdrawn their consent:

- to be named in this Target's Statement in the form and context in which they are named;
- for the inclusion of their respective reports or statements (if any) noted next to their names and the references to those reports or statements in the form and context in which they are included in this Target's Statement; and
- the inclusion of other statements in this Target's Statement which are based on or referable to statements made in those reports or statements, or which are based on or referable to other statements made by those persons in the form and context in which they are included.

Name of person	Named as
Patersons Corporate Finance	Financial adviser
Link Market Services	Share Registry

Each of the above persons:

- does not make, or purport to make, any statement in this Target's Statement other than those statements referred to above and as consented to by that person; and
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Target's Statement other than as described in this section with the person's consent.

As permitted by ASIC Class Order 01/1543, this Target's Statement contains statements which are made, or based on statements made, in documents lodged by Mariner with ASIC or given to the ASX, or announced on the company announcements platform of the ASX, by Mariner. Pursuant to the Class Order, the consent of Mariner is not required for the inclusion of such statements in this Target's Statement. Any Globe Shareholder who would like to receive a copy of any of those documents may obtain a copy (free of charge) during the Offer Period by contacting the Company Secretary, Gerhard Correa on +61 3 8534 9982, during business hours.

In addition, as permitted by ASIC Class Order 03/635, this Target's Statement may include or be accompanied by certain statements:

- fairly representing a statement by an official person; or
- from a public official document or a published book, journal or comparable publication.

In addition, as permitted by ASIC Class Order 07/429, this Target's Statement contains security price trading data sourced from IRESS without its consent.

8.5 Continuous disclosure

Globe is a disclosing entity under the Corporations Act and subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules. These obligations require Globe to notify the ASX of information about specified matters and events as they occur for the purpose of making that information available to the market. In particular, Globe has an obligation (subject to limited exceptions) to notify the ASX immediately on becoming aware of any information concerning it which a reasonable person would expect to have a material effect on the price or value of Globe Shares.

Copies of the documents filed with the ASX may be obtained from the ASX website at www.asx.com.au or Globe's corporate website www.globecorporate.com. A list of all continuous disclosure documents lodged by Globe with the ASX between the release of its 2012 results on 21 August 2012 and the date of this Target's Statement is included in Annexure 2.

A copy of any Globe documents lodged with the ASX or ASIC may be requested to be provided free of charge by contacting the Company Secretary, Gerhard Correa on +61 3 8534 9982 during normal business hours or by emailing the investor relations hotline at <http://globecorporate.com/investorrelations/>.

Copies of documents lodged with ASIC in relation to Globe may be obtained from, or inspected at, an ASIC office.

8.6 No other material information

This Target's Statement is required to include all the information that Globe Shareholders and their professional advisers would reasonably require to make an informed assessment whether to accept the Mariner Offer, but:

- only to the extent to which it is reasonable for investors and their professional advisers to expect to find this information in this Target's Statement; and
- only if the information is known to any Director.

Your Directors are of the opinion that the information that Globe Shareholders and their professional advisers would reasonably require to make an informed assessment whether to accept the Mariner Offer is:

- the information contained in the Bidder's Statement (to the extent that the information is not inconsistent or superseded by information in this Target's Statement);
- the information contained in Globe's releases to the ASX, and in the documents lodged by Globe with ASIC before the date of this Target's Statement; and
- the information contained in this Target's Statement.

Your Directors have assumed, for the purposes of preparing this Target's Statement, that the information in the Bidder's Statement is accurate. However, your Directors do not take

any responsibility for the contents of the Bidder's Statement and are not to be taken as endorsing, in any way, any or all statements contained in it.

In deciding what information should be included in this Target's Statement, your Directors have had regard to:

- the nature of the Globe Shares;
- the matters that Globe Shareholders may reasonably be expected to know;
- the fact that certain matters may reasonably be expected to be known to Globe Shareholders' professional advisers; and
- the time available to Globe to prepare this Target's Statement.

9 Glossary and interpretation

9.1 Definitions

In this Target's Statement defined terms have the meanings set out below:

Term	Meaning
\$, A\$ or AUD	Australian dollar
Announcement Date	16 November 2012, being the date of the announcement of the Mariner Offer
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited or the Australian Securities Exchange, as appropriate
ASX Listing Rules	The listing rules of the ASX
Bidder's Statement	The replacement bidder's statement dated 6 December 2012 issued by Mariner and containing the Offer
Board	Board of Directors of Globe
Business Day	A day on which banks are open for business in Melbourne, excluding a Saturday, Sunday or public holiday
CGT	Capital gains tax
Combined Group	The combined Mariner and Globe entity including Globe and its Subsidiaries following the acquisition of all, or the majority of the Globe Shares
Conditions	The conditions set out in full in section 7.7 of the Bidder's Statement and summarised in Annexure 1 to this Target's Statement
Corporations Act	<i>Corporations Act 2001</i> (Cth) (as modified or varied by ASIC)
Director	A director of Globe
Foreign Shareholder	A citizen or resident of a jurisdiction other than Australia or New Zealand that is a Globe Shareholder
FY2011	The financial year ended 30 June 2011
FY2012	The financial year ended 30 June 2012
Globe	Globe International Limited ACN 007 066 033
Globe Share	A fully paid ordinary share in the capital of Globe
Globe Shareholder	A holder of one or more Globe Shares
Group	Globe and its Subsidiaries
IRESS	IRESS Limited ABN 47 060 313 359
Mariner	Mariner Corporation Limited ACN 002 989 782

Term	Meaning
Mariner Offer or Offer	The offer by Mariner for all Globe Shares pursuant to the Bidder's Statement
Mariner Share	A fully paid ordinary share in the capital of Mariner
Notice of Status of Conditions	Mariner's notice disclosing the status of the conditions to the Mariner Offer which is required to be given by subsection 630(3) of the Corporations Act
Nottingham	Nottingham Funds Management Pty Ltd
NTA or Net Tangible Assets	Consolidated net tangible assets
Offer Period	The period during which the Mariner Offer will remain open for acceptance in accordance with section 7.2 of the Bidder's Statement
Public Authority	Any government or representative of government or any governmental, semi-governmental, administrative, fiscal, regulatory or judicial body, department, commission, authority, tribunal, agency, competition authority or entity whether foreign, federal, state, territorial or local in any part of the world in which a party is domiciled or holds any of its assets, including ASIC and the ASX (and any other stock exchange)
Stanfield	Stanfield Funds Management Limited
Subsidiary	A subsidiary within the meaning given to that term in section 9 of the Corporations Act
Target's Statement	This document (including the annexures), being the statement of Globe under Part 6.5 Division 3 of the Corporations Act
Wilson	Wilson HTM Investment Group Ltd ACN 100 325 184
Wilson Offer	The takeover offer by Mariner to acquire all of the Wilson ordinary shares on the basis of 2 Mariner Shares for every 3 Wilson shares

9.2 Interpretation

In this Target's Statement:

- Other words and phrases have the same meaning (if any) given to them in the Corporations Act.
- Words of any gender include all genders.
- Words importing the singular include the plural and vice versa.
- An expression importing a person includes any company, partnership, joint venture, association, corporation or other body corporate and vice versa.
- A reference to a section, clause, annexure and schedule is a reference to a section of, clause of and an annexure and schedule to this Target's Statement as relevant.
- A reference to any legislation includes all delegated legislation made under it and amendments, consolidations, replacements or re-enactments of any of them.
- Headings and bold type are for convenience only and do not affect the interpretation of this Target's Statement.
- A reference to time is a reference to Melbourne time.

Authorisation

This Target's Statement has been approved by a resolution passed by the Globe directors all of whom voted in favour of the resolution.

Signed for and on behalf of Globe:

A handwritten signature in black ink, appearing to read 'Paul Isherwood', with a long horizontal flourish extending to the right.

Paul Isherwood AO
Chairman
7 January 2013

Annexure 1 – Conditions to the Mariner Offer

The Mariner Offer is subject to 15 separate Conditions (and numerous further sub-conditions), and the over-riding nature of the Conditions is outlined in Section 6.2 of this Target's Statement. The Conditions are set out in full in Section 7.7 of the Bidder's Statement, and a summary is included below:

- No material adverse effect on the Group's business, financial or trading position or performance, assets, liabilities, structure, profitability or prospects of the Group.
- No prescribed occurrences in relation to the Group.
- No announcing an intention to, disclosing or entering an arrangement to acquire or dispose of assets or a business which result in a material change in the Group's financial position, profitability or prospects of the conduct of its business.
- No declaring or paying dividends, bonuses or other distribution to shareholders.
- The ASX All Ordinaries Index not falling to a level below 4,064 (being 10% or more below the level of the index at the close of trading on 6 December 2012).
- No action by or application to any regulatory authority which may restrict the Offer or the operation of Mariner or the Group's business.
- No granting any rights the exercise of which would involve the Group incurring or committing of any capital expenditure or liability or forgoing revenue greater than \$1 million, except in the ordinary course of the Group's business.
- No entry into or varying any contract of service with current or proposed Globe directors, executive officers, managers, or other employees of the Group, except in the ordinary course of the Group's business.
- No payment of any benefit to any current or proposed Globe directors, executive officers, managers, or other employees of the Group, except in the ordinary course of the Group's business.
- The Group not being or becoming the subject of a claim or litigation which might involve an amount of \$1 million or more, other than that which has been announced to the ASX prior to the date of the Bidder's Statement.
- Except in the ordinary course of the Group's business, the Group not entering into any agreement giving another person exclusivity or increasing, extending or accelerating debt financing arrangements.
- None of the Group's customers or suppliers terminating any agreement where the amount involved is \$1 million or more, except in the ordinary course of business.
- The Group not entering into any agreement with a new customer or supplier where the amount involved is \$1 million or more, except in the ordinary course of business.
- All approvals or consents required by law to permit the Offer being granted on an unconditional basis, and no regulatory action occurring which may restrict the Offer or the operation of Mariner or the Group's business.
- Obtaining Mariner shareholder approval, if required.

Globe Shareholders should note that the Offer is not subject to any minimum acceptance conditions, nor is it subject to the outcome of the concurrent Wilson Offer.

Annexure 2 – ASX Announcements

The following ASX announcements have been made by Globe since Globe's 2012 results were released to the ASX on 21 August 2012:

DATE	TITLE OF ANNOUNCEMENT
04/01/2013	NOTICE OF GENERAL MEETING (SPILL MEETING)
21/12/2012	MCX: Notice of Despatch GLB Bidders Statement
11/12/2012	DATE OF GENERAL MEETING (SPILL MEETING)
06/12/2012	Replacement Bidder's Statement from MCX
06/12/2012	Supplementary Bidder's Statement from MCX
30/11/2012	Letter to Shareholders
27/11/2012	Notice of Record Date - MCX offer to GLB shareholders
19/11/2012	RESPONSE FROM 3 SUBSTANTIAL SHAREHOLDERS TO MARINER BID
16/11/2012	GLOBE RECEIVES UNSOLICITED TAKEOVER OFFER
16/11/2012	Notice of initial substantial holder from MCX
16/11/2012	MCX: Mariner Bidder's Statement to Globe shareholders
16/11/2012	MCX: Mariner Offer to Globe shareholders
14/11/2012	RESULTS OF 2012 AGM
14/11/2012	2012 AGM ADDRESS BY CEO
15/10/2012	TYPOGRAPHICAL ERROR IN NOTICE OF AGM
05/10/2012	2012 Annual Report to shareholders
05/10/2012	Notice of Annual General Meeting/Proxy Form
04/09/2012	Change of Director's Interest Notice - Paul Isherwood
04/09/2012	Change of Director's Interest Notice - Stephen Hill
04/09/2012	Change of Director's Interest Notice - Peter Hill

Copies of all of these documents can be obtained from www.globecorporate.com or from the ASX website at www.asx.com.au under the ASX Code GLB.

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Company Secretary

Gerhard Correa

Chief Financial Officer

Jessica Moelands

Website addresses

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www.globe.tv

If you are in any doubt about anything in this Target's Statement, please contact your financial, legal, taxation or other professional adviser.