



27 December 2024

Company Announcements
ASX Limited
By fax: 1300 135 638

Dear Sir/Madam

Proportional Takeover Offer by Acta Investment Group Pty Ltd for Helix Resources Limited (ASX: HLX)

We act for Acta Investment Group Pty Ltd ACN 678 845 004 (**Acta**) in relation to its off-market proportional takeover offer (**Takeover Offer**) under Chapter 6 of the Corporations Act 2001 (Cth) for 25% of the shares (that it, or its associates, do not already have a relevant interest in) in Helix Resources Limited ACN 009 138 738 (**Helix**).

On behalf of Acta we enclose in accordance with section 647(3)(a)(ii) of the *Corporations Act 2001(Cth)* (**Corporations Act**) (as notionally modified by ASIC Corporations (Replacement Bidder's and Target's Statements) Instrument 2023/688), a supplementary bidder's statement dated 27 December 2024 (**Second Supplementary Bidder's Statement**); and

The Second Supplementary Bidder's Statement and the Condition Notice have been lodged with the Australian Securities and Investments Commission and have been sent to Helix.

Yours faithfully

A handwritten signature in black ink that reads 'Hall & Wilcox'.

Hall & Wilcox

Second Supplementary Bidder's Statement

27 December 2024

Important Notice

This document is the second supplementary bidder's statement (**Second Supplementary Bidder's Statement**) issued by Acta Investment Group Pty Ltd ACN 678 845 004 (**Acta** or **Bidder**) in relation to its off-market proportional takeover offer to acquire 25% of the ordinary shares in Helix Resources Limited ACN 009 138 738 (**Helix** or **Target**) that Acta (or its associates) does not already own (**Offer**) announced to the market on 30 August 2024 and contained in Acta's bidder's statement dated Tuesday 15 October 2024 (**Original Bidder's Statement**) and first supplementary bidder's statement dated 23 December 2024 (**First Supplementary Bidder's Statement**).

This Second Supplementary Bidder's Statement supplements, and should be read together with, the Original Bidder's Statement and First Supplementary Bidder's Statement. This Second Supplementary Bidder's Statement will prevail to the extent of any inconsistency with the Original Bidder's Statement and First Supplementary Bidder's Statement.

This Second Supplementary Bidder's Statement is given pursuant to Division 4 of Part 6.5 of the *Corporations Act 2001* (Cth) (**Corporations Act**) and in accordance with the requirements of section 643 of the Corporations Act.

A copy of this Second Supplementary Bidder's Statement was lodged with ASIC and provided to ASX on 27 December 2024. Neither ASX, ASIC nor any of their respective officers take any responsibility for the contents of this Second Supplementary Bidder's Statement or the merits of the Offer.

Unless the context otherwise requires, capitalised terms and certain abbreviations used but not defined in this Second Supplementary Bidder's Statement have the meanings given to them in the Original Bidder's Statement and First Supplementary Bidder's Statement.

This document is important and requires your immediate attention. This Second Supplementary Bidder's Statement does not consider the individual investment objectives, financial situation or needs of each Helix shareholder or any other person. You should consider seeking independent financial and taxation advice before deciding whether to accept the Offer.

Supplementary Information

Clarification on waiver conditions

The First Supplementary Bidder's Statement contained an inadvertent error (by the inclusion of Items 3(h) and 3(i) on page 3) regarding the conditions waived under the Implementation Agreement. Acta wishes to clarify that under the Implementation Agreement it has waived the following conditions that were set out in section 12.8 of the Original Bidder's Statement:

- a. 12.8(a)(i) (director appointments);
- b. 12.8(a)(iii) (no material adverse effect);
- c. 12.8(a)(iv) (no material acquisitions, disposals or new commitments);
- d. 12.8(a)(v) (no persons exercising rights under certain agreements or instruments);
- e. 12.8(a)(viii) (access to information);
- f. 12.8(a)(ix) (absence of new litigation);
- g. 12.8(a)(x) (ASX conditions);
- h. 12.8(a)(xiv) (no break fees);
- i. 12.8(a)(xvii) (no distributions); and
- j. 12.8(a)(xviii) (shareholder approval of bid),

as was detailed in the notice under section 650F of the Corporations Act issued by Acta and dated 23 December 2024.

As a result of the waiver of various conditions under the Implementation Agreement, the Offer only remains subject to the following conditions:

- o 12.8(a)(ii) (no regulatory action);
- o 12.8(a)(vi) (prescribed occurrences during Offer Period);
- o 12.8(a)(vii) (prescribed occurrences during Period from Takeover Announcement Date to Offer Period);
- o 12.8(a)(xi) (no excessive termination payments);
- o 12.8(a)(xii) (Indices fall);
- o 12.8(a)(xiii) (Approvals by Public Authorities);
- o 12.8(a)(xv) (No force majeure event); and
- o 12.8(a)(xvi) (Alternative proposals).

Acta is pleased to be working with the board of Helix in entering the Implementation Agreement, which in its view will be positive for the shareholders of Helix, and looks forward to working with Helix further.

If you have any questions or require any further information in relation to the Offer, please contact the Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8:30 am to 5:30 pm (AEDT) on Business Days.

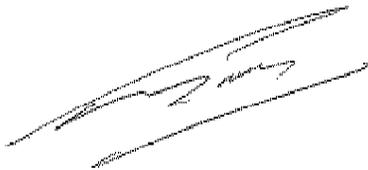
If you require additional assistance, please contact your stockbroker, accountant or financial adviser.

We look forward to receiving your acceptance of the Offer.

This Second Supplementary Bidder's Statement has been approved by a resolution passed by the director of Acta.

Date: 27 December 2024

Signed for and on behalf of Acta
Investment Group Pty Ltd

A handwritten signature in black ink, appearing to read 'Michael Povey', written over a horizontal line.

Michael Povey
Director