



13 June 2025

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir / Madam

For immediate release to the market

Response to Increased Offer Price – Supplementary Target's Statement

Engenco Limited (**Engenco** or the **Company**) refers to the First Supplementary Bidder's Statement dated 4 June 2025 issued by Elph Investments Pty Ltd (**Elph Investments**) in relation to its off-market takeover bid for all of the issued shares in Engenco (**Offer**). Elph Investments has advised that it has increased its all-cash offer price from 30.5 cents to **31 cents** per Engenco Share (**Increased Offer Price**) and that its Increased Offer Price is final and will not be increased. The Increased Offer Price automatically applies to all Engenco Shareholders who accept the Offer, including Engenco Shareholders who have already accepted the Offer.

Engenco also advises that its two substantial shareholders Thorney Investment Group Pty Ltd (10.76%) and RAC & JD Brice Superannuation Pty Ltd (5.47%) appear to have both accepted the Offer. As a consequence of these and other acceptances, Elph Investments' relevant interest in Engenco Shares has now increased to 88.98%.

Having regard to the above developments, the Recommending Directors consider that the Increased Offer Price of 31 cents per Engenco Share represents the most attractive outcome available to Engenco Shareholders, particularly when measured against the risks of remaining as a minority shareholder.

Accordingly, notwithstanding the Offer currently remains conditional and is below the Independent Expert's valuation of 31.8 cents per Engenco share, the Recommending Directors now unanimously recommend that Engenco Shareholders **ACCEPT** the Offer for the following reasons:

1. The Increased Offer Price represents an increase relative to the Offer first announced by Elph Investments. As noted above, the Increased Offer Price is final and will not be increased.
2. The Increased Offer Price represents an attractive premium of 47.6% to the closing price on 6 March 2025 of 21 cents per Engenco Share, being the day prior to the Offer being announced.
3. Substantial shareholders Thorney Investment Group Pty Ltd (10.76%) and RAC & JD Brice Superannuation Pty Ltd (5.47%) appear to have accepted the Offer. As a consequence of these and other acceptances, Elph Investments' relevant interest in Engenco Shares has now increased to 88.98%.
4. No higher offer is likely – Elph Investments has declared that the Increased Offer Price is final and it is unlikely that a competing proposal will emerge (and none has emerged to date).
5. The Offer's all cash consideration is at a certain and relatively attractive price, which removes the risks and uncertainties remaining as an Engenco Shareholder.

6. There is a low level of liquidity of trading in Engenco Shares and the Offer provides a liquidity event. The level of liquidity of trading in Engenco Shares will likely further reduce following the close of the Offer.
7. Since announcing the Offer, Engenco's share price has consistently traded below the Increased Offer Price. It is unlikely that Engenco Shares will trade on ASX above the Increased Offer Price in the foreseeable future.
8. The gap between the Increased Offer Price of 31 cents per Engenco Share and the valuation determined by the Independent Expert of 31.8 cents per Engenco Share has narrowed.
9. The Independent Expert has concluded that the Offer is reasonable to Engenco Shareholders not associated with Elph Investments.
10. There are risks associated with remaining as a minority Engenco Shareholder, including those set out in the Independent Expert's Report.

The Recommending Directors recognise that the relevant interest which Elph Investments holds in Engenco is approaching the 92.13% level upon which the Offer is conditional and which entitles Elph Investments to compulsorily acquire the remaining Engenco Shares. The Recommending Directors consider it likely that this level of acceptances will be reached, and consider that Engenco Shareholders will be better off accepting the Offer and facilitating this acceptance level, rather than waiting for the requisite time period for the compulsory acquisition process to take effect in order for them to receive their Offer proceeds.

The Recommending Directors advise that they intend to accept the Offer in respect of all the Engenco Shares they own or control.

The Offer closes at **7.00pm (Melbourne time) on 27 June 2025** unless extended. The Recommending Directors encourage Engenco Shareholders to promptly accept the Offer.

How to accept the Offer

To accept the Offer, Engenco Shareholders should carefully follow the instructions set out in Engenco's Supplementary Target's Statement dated 13 June 2025. If you have already accepted the Offer, you need not take any further action and will automatically be entitled to the increased consideration.

If you are in any doubt as to the action which you should take in relation to the Offer, you should call the shareholder information line on 1300 441 596 (within Australia) or +61 2 9934 0549 (outside Australia) or contact your broker, financial adviser or legal adviser.

The Supplementary Target's Statement has been sent to Elph Investments and lodged with the Australian Securities and Investments Commission and will shortly be made available to Engenco Shareholders.

Yours sincerely



Vincent De Santis
Chairman
Engenco Limited



13 June 2025

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Sydney NSW 2000

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Supplementary Target's Statement

We **attach**, by way of service pursuant to section 647(3)(b) of the *Corporations Act 2001* (Cth), a copy of the supplementary target's statement of Engenco Limited (**Engenco**) in response to the off-market takeover bid by Elph Investments Pty Ltd for all of the issued shares in Engenco.

Yours sincerely

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

Vincent De Santis
Chairman
Engenco Limited

Supplementary Target's Statement

This document is a supplementary target's statement issued by Engenco Limited (**Engenco**) in relation to the off-market takeover bid for all the issued shares in Engenco (**Offer**) by Elph Investments Pty Ltd (ACN 127 213 807) (**Elph Investments**), a member of the Elphinstone Group (**Elphinstone Group**). This statement supplements, and should be read together with, Engenco's target's statement dated 9 May 2025 (**Target's Statement**).

1 Increased Final Offer Price

Engenco notes that Elph Investments has increased its all-cash offer to **31 cents** per Engenco Share (**Increased Offer Price**). Elph Investments has declared that the Increased Offer Price is final and will not be increased. The Increased Offer Price automatically applies to all Engenco Shareholders who accept the Offer, including Engenco Shareholders who have already accepted the Offer.

Engenco also notes that its two substantial shareholders Thorney Investment Group Pty Ltd (10.76%) and RAC & JD Brice Superannuation Pty Ltd (5.47%) appear to have accepted the Offer. As a consequence of these and other acceptances, Elph Investments' relevant interest in Engenco shares has now increased to 88.98%.

Having regard to the above developments, the Recommending Directors consider that the Increased Offer Price of 31 cents per Engenco Share represents the most attractive outcome available to Engenco Shareholders, particularly when measured against the risks of remaining as a minority shareholder.

Accordingly, **the Recommending Directors now unanimously recommend that Engenco Shareholders ACCEPT the Offer**. Detailed reasons are set out below.

The Recommending Directors also intend to accept the Offer in respect of all the Engenco Shares they own or control.

2 Reasons to ACCEPT the Offer

Notwithstanding the Offer currently remains conditional and is below the Independent Expert's valuation of 31.8 cents per Engenco share, the Recommending Directors recommend that Engenco Shareholders accept the Offer for the following reasons:

- 1 The Increased Offer Price represents an increase relative to the Offer first announced by Elph Investments. The Increased Offer Price is final and will not be increased.
- 2 The Increased Offer Price represents an attractive premium of 47.6% to the closing price on 6 March 2025 of 21 cents per Engenco share, being the day prior to the Offer being announced.
- 3 Substantial shareholders Thorney Investment Group Pty Ltd (10.76%) and RAC & JD Brice Superannuation Pty Ltd (5.47%) appear to have accepted the Offer. As a consequence of these and other acceptances, Elph Investments' relevant interest in Engenco Shares has now increased to 88.98%.

- 4 No higher offer is likely – Elph Investments has declared that the Increased Offer Price is final and it is unlikely that a competing proposal will emerge (and none has emerged to date).
- 5 The Offer's all cash consideration is at a certain and relatively attractive price, which removes the risks and uncertainties remaining as an Engenco Shareholder.
- 6 There is a low level of liquidity of trading in Engenco Shares and the Offer provides a liquidity event. The level of liquidity of trading in Engenco Shares will likely further reduce following the close of the Offer.
- 7 Since announcing the Offer, Engenco's share price has consistently traded below the Increased Offer Price. It is unlikely that Engenco Shares will trade on ASX above the Increased Offer Price in the foreseeable future.
- 8 The gap between the Increased Offer Price of 31 cents per Engenco Share and the valuation determined by the Independent Expert of 31.8 cents per Engenco Share has narrowed.
- 9 The Independent Expert has concluded that the Offer is reasonable to Engenco Shareholders not associated with Elph Investments.
- 10 There are risks associated with remaining as a minority Engenco Shareholder, including those set out in the Independent Expert's Report.

The Recommending Directors recognise that the relevant interest which Elph Investments holds in Engenco is approaching the 92.13% level upon which the Offer is conditional and which entitles Elph Investments to compulsorily acquire the remaining Engenco Shares. The Recommending Directors consider it likely that this level of acceptances will be reached, and consider that Engenco Shareholders will be better off accepting the Offer and facilitating this acceptance level, rather than waiting for the requisite time period for the compulsory acquisition process to take effect in order for them to receive their Offer proceeds.

3 How to ACCEPT the Offer

The Offer may be accepted by:

- logging into <https://investor.automic.com.au/#/signup> and following the instructions; or
- signing the Acceptance Form enclosed with the Bidder's Statement issued by Elph Investments and returning it to the address set out on the form before the Offer closes.

The Offer closes at **7.00pm (Melbourne time) on 27 June 2025** unless extended. The Recommending Directors encourage Engenco Shareholders to promptly accept the Offer.

4 Further questions

If you have questions about the Offer, please call the Engenco shareholder information line on 1300 441 596 (for calls made from within Australia) or +61 2 9934 0549 (for calls made from outside Australia). This shareholder information line is available Monday to Friday between 8.30am and 5.30pm (Melbourne time).

5 General

Unless the context otherwise requires, terms defined in the Target's Statement have the same meaning as in this statement. This statement prevails to the extent of any inconsistency with the Target's Statement. A copy of this statement has been lodged with ASIC. Neither ASIC nor any of its officers take any responsibility for its contents.

6 Authorisation

Signed for and on behalf of Engenco following a resolution passed by the Recommending Directors.

13 June 2025

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

Vincent De Santis
Chairman