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16 August 2024

Market Announcements Office  
Australian Securities Exchange (**ASX**)  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam

**On-market takeover bid by Australian Meat Industry Superannuation Pty Ltd ACN 002 981 919 as trustee for the Australian Meat Industry Superannuation Trust ABN 28 342 064 803 trading as Australian Food Super)– Second Supplementary Bidder's Statement**

We act for Australian Meat Industry Superannuation Pty Ltd ACN 002 981 919 as trustee for the Australian Meat Industry Superannuation Trust ABN 28 342 064 803 trading as Australian Food Super (**AFS**) in relation to its on-market takeover offer for all of the shares in Dynamic Group Holdings Limited ACN 640 888 213 (**DDB**) that are not owned by AFS.

We enclose, by way of service pursuant to section 647(3)(b) of the *Corporations Act 2001* (Cth), a copy of AFS' second supplementary bidder's statement dated 16 August 2024 (**Second Supplementary Bidder's Statement**).

A copy of the Second Supplementary Bidder's Statement has today been lodged with the Australian Securities and Investments Commission and served on DDB.

There are a total of 7 pages (including this page).

Yours faithfully



**Michael Kenny**  
Partner

# SECOND SUPPLEMENTARY BIDDER'S STATEMENT

Australian Meat Industry Superannuation Pty Ltd ACN 002 981 919 as trustee for the Australian Meat Industry Superannuation Trust ABN 28 342 064 803 trading as Australian Food Super

## 1. Introduction

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This document is the second supplementary bidder's statement issued by Australian Meat Industry Superannuation Pty Ltd ACN 002 981 919 as trustee for the Australian Meat Industry Superannuation Trust ABN 28 342 064 803 trading as Australian Food Super (**AFS**) (**Second Supplementary Bidder's Statement**) to the bidder's statement dated 26 July 2024 which was issued by AFS in relation to its on-market takeover offer (**Offer**) for all of the shares in Dynamic Group Holdings Limited ACN 640 888 213 (**DDB**) that are not owned by AFS (**Original Bidder's Statement**) as supplemented by AFS' first supplementary bidder's statement dated 7 August 2024 (**First Supplementary Bidder's Statement**).

This Second Supplementary Bidder's Statement supplements, and should be read together with, the First Supplementary Bidder's Statement and AFS' replacement bidder's statement dated 7 August 2024 (**Replacement Bidder's Statement**) which replaced the Original Bidder's Statement.

This Second Supplementary Bidder's Statement will prevail to the extent of any inconsistency with the First Supplementary Bidder's Statement and the Replacement Bidder's Statement.

## 2. Supplementary information

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### 2.1 DDB Securities on issue

In preparing the table set out in Section 5.4(d) of the Replacement Bidder's Statement, AFS relied on notices of change of interests filed by the relevant substantial holders to populate information in the table. Acknowledging that the notices may not reflect the current DDB Share holdings and Voting Power of the DDB Shareholders, AFS also referred to other publicly available information for the purpose of verifying the disclosures regarding substantial holders in DDB. Such information was disclosed in the notes to the table in Section 5.4(d) of the Replacement Bidder's Statement.

### 2.2 DDB Performance Rights and DDB Options

On 8 August 2024, DDB issued a letter to AFS detailing and clarifying certain information contained in the Replacement Bidder's Statement.

DDB advised AFS on 8 August 2024 that:

- (a) All DDB Performance Rights held by Geoffrey Newman lapsed on 5 April 2024 (which was reflected in the Appendix 3H (Notification of cessation of securities) lodged by DDB on 9 April 2024).
- (b) Gregg Barnard holds 460,569 DDB Performance Rights.

- (c) The table in Section 5.5 of the Replacement Bidder's Statement in respect of DDB Performance Rights should be omitted and updated with the following table:

	Number	Percentage of DDB Performance Rights
<b>Total on issue</b>	<b>4,126,781</b>	
George Garnett	335,460	8.13%
Mark Hine	250,000	6.06%
Gregg Barnard	460,569	11.16%
<b>Total held by DDB Directors and key management personnel</b>	<b>1,046,029</b>	<b>25.35%</b>

Accordingly, all references in the Replacement Bidder's Statement relating to DDB Performance Rights held by DDB Directors and key management personnel should read as 1,046,029 DDB Performance Rights and as 25.35% of all DDB Performance Rights on issue.

Please also refer to Section 3.2 of this Second Supplementary Bidder's Statement for amendments to the DDB Options table at Section 5.5 of the Replacement Bidder's Statement.

## 2.3 Employee incentive securities plan

With respect to AFS' intentions regarding the employee incentive securities plan, AFS proposes the following implementation steps:

- (a) AFS will, request the DDB Directors to undertake a review of the existing employee incentive securities plan and, following that review, determine whether it will request DDB to either amend and continue with that plan, or adopt a new employee incentive securities scheme;
- (b) identify the parameters for the operation of the plan, including the total number of incentive securities that will be available under the plan (which AFS anticipates will be somewhere between 3-5% of the total number of fully paid DDB Shares);
- (c) determine appropriate vesting conditions and performance hurdles for incentive securities offered under the plan. AFS anticipates that this will include (amongst other conditions):
  - (i) vesting based on continued employment and a multi-year tranche structure; and
  - (ii) performance indicators based on the financial performance of DDB's business; and
- (d) determine how broadly the incentive securities will be offered to the workforce of DDB and its subsidiaries – it is anticipated that the allocation of incentive securities will be relatively even amongst participants and will not result in a disproportionate number of incentive securities being held by a small group of individuals.

Noting that AFS has not yet had the benefit of conducting any due diligence or reviewing DDB's operations in detail, the above intentions are not certain and may change depending on the result of AFS' review.

### 3. Amendments to the Replacement Bidder's Statement

#### 3.1 Intentions regarding employee incentive securities plan

The statements with respect to AFS' intentions regarding the employee incentive securities plan in Section 4 (on page 4) and the final point of "AFS' Intentions" in the "Letter from AFS" (on page 6) of the Replacement Bidder's Statement are amended to include the following:

*AFS' intention for the review or update of the employee incentive securities plan is to effectively incentivise and align the interests of DDB employees to DDB.*

#### 3.2 Amendments to Section 5.5 of the Replacement Bidder's Statement

The table of holders of DDB Options at Section 5.5 of the Replacement Bidder's Statement is deleted and replaced with the following table:

	<b>Number</b>	<b>Percentage of class of DDB Options<sup>1</sup></b>	<b>Exercise Price</b>	<b>Expiry Date</b>
<b>DDBAH</b>				
<b>Total on Issue</b>	<b>562,500</b>			
Mark Davis	300,000	53.33%	\$0.82	10/12/2024
Matthew Freedman	262,500	46.67%	\$0.82	10/12/2024
<b>Total held by current and former DDB Directors</b>	<b>562,500</b>	<b>100%</b>		
<b>DDBAI</b>				
<b>Total on Issue</b>	<b>562,500</b>			
Mark Davis	300,000	53.33%	\$0.92	10/12/2025
Matthew Freedman	262,500	46.67%	\$0.92	10/12/2025
<b>Total held by current and former DDB Directors</b>	<b>562,500</b>	<b>100%</b>		
<b>DDBAK</b>				
<b>Total on Issue</b>	<b>362,500</b>			
Mark Davis	100,000	27.59%	\$0.62	25/11/2024
Matthew Freedman	87,500	24.14%	\$0.62	25/11/2024
David Kinnersley <sup>2</sup>	87,500	24.14%	\$0.62	25/11/2024
Joel Skipworth <sup>3</sup>	87,500	24.14%	\$0.62	25/11/2024
<b>Total held by current and former DDB Directors</b>	<b>362,500</b>	<b>100%</b>		

	<b>Number</b>	<b>Percentage of class of DDB Options<sup>1</sup></b>	<b>Exercise Price</b>	<b>Expiry Date</b>
<b>DDBAL</b>				
<b>Total on Issue</b>	<b>372,500</b>			
Mark Davis	102,500	27.52%	\$0.69	25/11/2025
Matthew Freedman	90,000	24.16%	\$0.69	25/11/2025
David Kinnersley <sup>2</sup>	90,000	24.16%	\$0.69	25/11/2025
Joel Skipworth <sup>3</sup>	90,000	24.16%	\$0.69	25/11/2025
<b>Total held by current and former DDB Directors</b>	<b>372,500</b>	<b>100%</b>		
<b>DDBAM</b>				
<b>Total on Issue</b>	<b>372,500</b>			
Mark Davis	102,500	27.52%	\$0.77	25/11/2026
Matthew Freedman	90,000	24.16%	\$0.77	25/11/2026
David Kinnersley <sup>2</sup>	90,000	24.16%	\$0.77	25/11/2026
Joel Skipworth <sup>3</sup>	90,000	24.16%	\$0.77	25/11/2026
<b>Total held by current and former DDB Directors</b>	<b>372,500</b>	<b>100%</b>		
<b>DDBAN</b>				
<b>Total on Issue</b>	<b>423,500</b>			
Mark Davis	110,000	25.97%	\$0.58	10/11/2025
Matthew Freedman	95,000	22.43%	\$0.58	10/11/2025
David Kinnersley <sup>2</sup>	95,000	22.43%	\$0.58	10/11/2025
Joel Skipworth <sup>3</sup>	95,000	22.43%	\$0.58	10/11/2025
<b>Total held by current and former DDB Directors</b>	<b>395,000<sup>4</sup></b>	<b>93.27%</b>		
<b>DDBAO</b>				
<b>Total on Issue</b>	<b>395,000</b>			
Mark Davis	110,000	27.84%	\$0.64	10/11/2026
Matthew Freedman	95,000	24.05%	\$0.64	10/11/2026
David Kinnersley <sup>2</sup>	95,000	24.05%	\$0.64	10/11/2026

	<b>Number</b>	<b>Percentage of class of DDB Options<sup>1</sup></b>	<b>Exercise Price</b>	<b>Expiry Date</b>
Joel Skipworth <sup>3</sup>	95,000	24.05%	\$0.64	10/11/2026
<b>Total held by current and former DDB Directors</b>	<b>395,000</b>	<b>100%</b>		
<b>DDBAP</b>				
<b>Total on Issue</b>	<b>395,000</b>			
Mark Davis	110,000	27.84%	\$0.72	10/11/2027
Matthew Freedman	95,000	24.05%	\$0.72	10/11/2027
David Kinnersley <sup>2</sup>	95,000	24.05%	\$0.72	10/11/2027
Joel Skipworth <sup>3</sup>	95,000	24.05%	\$0.72	10/11/2027
<b>Total held by current and former DDB Directors</b>	<b>395,000</b>	<b>100%</b>		

Notes:

1. The sum of percentages may not aggregate to 100% due to rounding of decimal places.
2. David Kinnersley was an executive director of DDB and resigned in April 2023.
3. Joel Skipworth transitioned from being executive director of DDB to the role of Group Asset Executive for Orlando Drilling Ptd Ltd in November 2023.

### 3.3 Amendments to Section 6.4(e) of the Replacement Bidder's Statement

Section 6.4(e) of the Replacement Bidder's Statement is deleted and replaced with the following:

#### (e) **New employee incentive securities plan**

*AFS intends to review the current employee incentive securities plan and, either continue with the current plan or adopt a new plan, to facilitate an incentive structure that will be offered to key management personnel and employees on a broad basis. AFS intends that the review of the plan will assist in determining eligible participants that are broader than just key management personnel and to implement an allocation policy so that there will not be a disproportionate number of incentive securities being held by a small group of individuals.*

*To the extent that there are any DDB Options on issue at the end of the Offer Period, AFS intends to review the terms of the DDB Options.*

*As AFS considers the current employees and key management personnel of DDB to be key to DDB's future, the purpose of an employee incentive securities plan is to incentivise employees and key management personnel to continue their employment with DDB.*

### 3.4 Amendments to Sections 6.3 and 6.5(f) of the Replacement Bidder's Statement

The statements with respect to AFS' intentions regarding the employee incentive securities plan at Sections 6.3 and 6.5(f) of the Replacement Bidder's Statement are deleted and replaced with the following:

*AFS intends to review the current employee incentive securities plan and, either continue with the current plan or adopt a new plan, to facilitate an incentive structure that will be offered to employees on a broad basis – ie for the participants to be broader than just key management personnel and with a wide allocation of incentive securities amongst employees.*

*As AFS considers the current employees and key management personnel of DDB to be key to DDB's future, the purpose of an employee incentive securities plan is to incentivise employees and key management personnel to continue their employment with DDB.*

## 4. Other notices

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Unless the context otherwise requires, terms defined in the Replacement Bidder's Statement have the same meaning in this Second Supplementary Bidder's Statement.

A copy of this Second Supplementary Bidder's Statement was lodged with the Australian Securities and Investment Commission (ASIC) on 16 August 2024. Neither ASIC nor any of its officers takes any responsibility for its contents.

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

Date: 16 August 2024

**Signed on behalf of Australian Meat Industry Superannuation Pty Ltd as trustee for the Australian Meat Industry Superannuation Trust**



**Gregory Camm**  
Director

Australian Meat Industry Superannuation Pty Ltd as trustee for the  
Australian Meat Industry Superannuation Trust