

Quay Quarter Tower
50 Bridge Street, Sydney NSW 2000, Australia
GPO Box 9925, Sydney NSW 2001, Australia
Tel +61 2 9210 6500
Fax +61 2 9210 6611
www.corrs.com.au

**CORRS
CHAMBERS
WESTGARTH**

Sydney
Melbourne
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23 December 2022

Online lodgement

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

Partner
Sandy Mak (02) 9210 6171
Email: sandy.mak@corrs.com.au

Dear Sir / Madam

**Takeover bid by Hancock Energy (PB) Pty Ltd – Fifth
Supplementary Bidder’s Statement**

We act for Hancock Energy (PB) Pty Ltd ACN 663 446 642 (**Hancock**) in relation to its off-market takeover bid (**Offer**) under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) for all the current and to be issued ordinary shares in Warrego Energy Limited ACN 125 394 667 (ASX:WGO) (**Warrego**).

We enclose, by way of service pursuant to sections 647(3)(a)(ii) and 650F of the Corporations Act (as inserted by ASIC Class Order [CO 13/528]):

- a copy of Hancock’s fifth supplementary bidder’s statement dated 23 December 2022 in relation to the Offer; and
- a formal notice freeing the Offer from all Conditions.

The fifth supplementary bidder’s statement has been lodged today with the Australian Securities and Investments Commission and served on Warrego.

Yours faithfully

Corrs Chambers Westgarth



Sandy Mak
Partner

Fifth Supplementary Bidder's Statement

In respect of the All Cash Offer by

Hancock Energy (PB) Pty Ltd ACN 663 446 642

to acquire all of your fully-paid ordinary shares in **Warrego Energy Limited** (ASX:WGO) ACN 125 394 667

HANCOCK'S ALL CASH OFFER OF \$0.28 PER WARREGO SHARE IS NOW UNCONDITIONAL

THIS DOCUMENT CONTAINS IMPORTANT UPDATES IN RELATION TO HANCOCK'S OFFER

Offer Information Line:

Please call 1300 916 761 (within Australia) or +61 3 9415 4888 (if outside Australia), if you have any questions or require assistance with your acceptance.

Legal Adviser

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Important notice

This document is a supplementary bidder's statement under section 643 of the *Corporations Act 2001* (Cth) (**Corporations Act**).

It is the fifth supplementary bidder's statement (**Fifth Supplementary Bidder's Statement**) issued by Hancock Energy (PB) Pty Ltd ACN 663 446 642 (**Hancock**), in relation to the off-market takeover offer by Hancock for all issued fully-paid ordinary shares in Warrego Energy Limited ACN 125 394 667 (**Warrego**), pursuant to the bidder's statement dated 30 November 2022 (**Original Bidder's Statement**), as supplemented by the first supplementary bidder's statement dated 2 December 2022 (**First Supplementary Bidder's Statement**), the second supplementary bidder's statement dated 9 December 2022 (**Second Supplementary Bidder's Statement**) and replaced by the replacement bidder's statement dated 9 December 2022 (**Replacement Bidder's Statement**), and further supplemented by the third supplementary bidder's statement dated 20 December 2022 (**Third Supplementary Bidder's Statement**) and the fourth supplementary bidder's statement dated 21 December 2022 (**Fourth Supplementary Bidder's Statement**) (**Bidder's Statement**).

This Fifth Supplementary Bidder's Statement is given in compliance with the requirements of Chapter 6 of the Corporations Act and supplements, and must be read together with, the Bidder's Statement.

This Fifth Supplementary Bidder's Statement prevails to the extent of any inconsistency with the Bidder's Statement.

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

A copy of this Fifth Supplementary Bidder's Statement was lodged with the Australian Securities and Investments Commission (**ASIC**) on 23 December 2022. Neither ASIC nor its officers takes any responsibility for the content of this Fifth Supplementary Bidder's Statement.

1 Context

Hancock announced on 21 December 2022 that it had received a number of unsolicited statements of intent (which were also sent to Warrego) from various independent Warrego Shareholders (**Supportive Shareholders**) in aggregate holding 15.84%¹ of Warrego Shares (**Shareholder Statements**).

Those Supportive Shareholders informed Hancock and Warrego that they independently will accept Hancock's Offer if Hancock declares its Offer unconditional within two trading days of the Shareholders Statements being released to the ASX.

Hancock has considered its position in the light of the Shareholder Statements received for 15.84% of Warrego Shares as to whether or not it will waive the Pre-emptive Rights Condition and No Prescribed Occurrences Condition (**Conditions**) in its Bidder's Statement and declare the Hancock Offer unconditional.

HIGHLIGHTS

1. The **Conditions of Hancock's Offer are waived** with immediate effect.
2. Hancock's Offer is **declared unconditional** with immediate effect.
3. Warrego Shareholders can now **realise cash value for their Warrego Shares** by accepting Hancock's Offer without delay.
4. Warrego Shareholders **will be paid \$0.28 per Warrego Share within 10 Business Days** of their acceptance being received by Computershare Investor Services Pty Limited (**Computershare**) as set out in the Bidder's Statement.

¹ Based on the statements made by the relevant Warrego Shareholders in their Shareholder Statements. Hancock has not independently verified the shareholdings of these shareholders.

2 Hancock's Offer is now UNCONDITIONAL

In the light of the Shareholder Statements and Warrego's announcement on 9 December 2022 that the Warrego Board unanimously recommends Hancock's Offer in the absence of a superior proposal, Hancock is pleased to announce that it waives the Conditions set out in the Bidder's Statement.

Hancock's Offer is now unconditional.

All Warrego Shareholders who have already accepted Hancock's Offer will be paid \$0.28 cash per Warrego Share within 10 Business Days of this Fifth Supplementary Bidder's Statement.

All Warrego Shareholders who accept Hancock's Offer from today will be paid \$0.28 cash per Warrego Share within 10 Business Days of Computershare (on behalf of Hancock) receiving their acceptance.

Hancock urges all Warrego Shareholders to accept Hancock's Offer without delay, and receive cash value for their Warrego Shares.

A copy of the formal notice under section 650F of the Corporations Act declaring Hancock's Offer unconditional is attached to this Fifth Supplementary Bidder's Statement as **Annexure A**.

3 At least 15.84% of Warrego Shareholders will accept Hancock's Offer within two trading days after the date of this Fifth Supplementary Bidder's Statement

In the light of the Shareholder Statements, the Supportive Shareholders (holding in aggregate 15.84% of Warrego Shares) must accept Hancock's Offer in respect of their Warrego Shares by the end of the second trading day after the date of this Fifth Supplementary Bidder's Statement – which will be Thursday, 28 December 2022.

4 Approval

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

Date: 23 December 2022

Signed for and on behalf of Hancock Energy (PB) Pty Ltd by:



.....
Stuart Richard Johnston, Director

Annexure A – Notice under section 650F of the Corporations Act

Notice under 650F the Corporations Act 2001 (Cth) – Freeing Offer from remaining Conditions

To: ASX Limited
Warrego Energy Limited

This notice is given by Hancock Energy (PB) Pty Ltd ACN 663 446 642 (**Hancock**) for the purpose of section 650F of the *Corporations Act 2001* (Cth) (**Corporations Act**) in relation to the off-market takeover offer by Hancock for all issued fully-paid ordinary shares in Warrego Energy Limited ACN 125 394 667 (**Warrego**), pursuant to the bidder's statement dated 30 November 2022 (**Original Bidder's Statement**), as supplemented by the first supplementary bidder's statement dated 2 December 2022 (**First Supplementary Bidder's Statement**), the second supplementary bidder's statement dated 9 December 2022 (**Second Supplementary Bidder's Statement**) and replaced by the replacement bidder's statement dated 9 December 2022 (**Replacement Bidder's Statement**), and further supplemented by the third supplementary bidder's statement dated 20 December 2022 (**Third Supplementary Bidder's Statement**), the fourth supplementary bidder's statement dated 21 December 2022 (**Fourth Supplementary Bidder's Statement**) and the fifth supplementary bidder's statement dated 23 December 2022 (**Fifth Supplementary Bidder's Statement**) (**Bidder's Statement**).

Offer freed from all Conditions

In accordance with section 650F of the Corporations Act, Hancock gives notice that:

- (a) the Offer and each contract resulting from acceptance of the Offer are freed from all Conditions, being Condition 1 (Pre-emptive Rights Condition) and Condition 2 (No Prescribed Occurrences Condition) in **Annexure A** of the Bidder's Statement; and
- (b) as at the date of this notice the aggregate of Hancock's voting power in Warrego is 0.71%.

Accordingly, the Offer is now **unconditional**.

Date: 23 December 2022

Signed for and on behalf of Hancock Energy (PB) Pty Ltd by:



.....
Stuart Richard Johnston, Director

Notice under 650F the Corporations Act 2001 (Cth) – Freeing Offer from remaining Conditions

To: **ASX Limited**
Warrego Energy Limited

This notice is given by Hancock Energy (PB) Pty Ltd ACN 663 446 642 (**Hancock**) for the purpose of section 650F of the *Corporations Act 2001* (Cth) (**Corporations Act**) in relation to the off-market takeover offer by Hancock for all issued fully-paid ordinary shares in Warrego Energy Limited ACN 125 394 667 (**Warrego**), pursuant to the bidder's statement dated 30 November 2022 (**Original Bidder's Statement**), as supplemented by the first supplementary bidder's statement dated 2 December 2022 (**First Supplementary Bidder's Statement**), the second supplementary bidder's statement dated 9 December 2022 (**Second Supplementary Bidder's Statement**) and replaced by the replacement bidder's statement dated 9 December 2022 (**Replacement Bidder's Statement**), and further supplemented by the third supplementary bidder's statement dated 20 December 2022 (**Third Supplementary Bidder's Statement**), the fourth supplementary bidder's statement dated 21 December 2022 (**Fourth Supplementary Bidder's Statement**) and the fifth supplementary bidder's statement dated 23 December 2022 (**Fifth Supplementary Bidder's Statement**) (**Bidder's Statement**).

Offer freed from all Conditions

In accordance with section 650F of the Corporations Act, Hancock gives notice that:

- (a) the Offer and each contract resulting from acceptance of the Offer are freed from all Conditions, being Condition 1 (Pre-emptive Rights Condition) and Condition 2 (No Prescribed Occurrences Condition) in **Annexure A** of the Bidder's Statement; and
- (b) as at the date of this notice the aggregate of Hancock's voting power in Warrego is 0.71%.

Accordingly, the Offer is now **unconditional**.

Date: 23 December 2022

Signed for and on behalf of Hancock Energy (PB) Pty Ltd by:



.....

Stuart Richard Johnston, Director
