

IN THE AUSTRALIAN COMPETITION TRIBUNAL

of 2013

MURRAY GOULBURN CO-OPERATIVE CO LIMITED

**RE: PROPOSED ACQUISITION OF WARRNAMBOOL CHEESE
AND BUTTER FACTORY COMPANY HOLDINGS LIMITED**

Certificate identifying annexure

This is the annexure marked "DMN25" now produced and shown to David Michael Noonan at the time of signing his statement on 28 November 2013.

Annexure DMN25
Bega Cheese second supplementary bidder's statement

Filed on behalf of Murray Goulburn Co-Operative Co Limited
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ASX ANNOUNCEMENT

SUPPLEMENTARY BIDDER'S STATEMENT

Bega Cheese Limited announces the attached Supplementary Bidder's Statement as lodged with ASIC today.

11 October 2013

For further information please contact

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11 October 2013

No. of Pages: 2

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SECOND SUPPLEMENTARY BIDDER'S STATEMENT CLARIFICATION OF BEGA CHEESE'S OFFER INTENTIONS

*This is the second supplementary bidder's statement (**Second Supplementary Bidder's Statement**) to the bidder's statement (**Original Bidder's Statement**) of Bega Cheese Limited ABN 81 008 358 503 (ASX:BGA) (**Bega Cheese**) dated 12 September 2013 given in connection with its takeover offer for all of the shares in Warrnambool Cheese and Butter Factory Company Holdings Limited ABN 15 071 945 232 (ASX:WCB) (**Warrnambool Cheese & Butter**). This Second Supplementary Bidder's Statement supplements, and must be read together with, Bega Cheese's first supplementary bidder's statement dated 27 September 2013 and replacement bidder's statement dated 27 September 2013, which replaced the Original Bidder's Statement. This Second Supplementary Bidder's Statement is dated 11 October 2013 and has been approved by a unanimous resolution passed by all of the directors of Bega Cheese. A copy of this Second Supplementary Bidder's Statement has been lodged with the Australian Securities and Investments Commission (**ASIC**). Neither ASIC nor any of its officers takes any responsibility for the contents of this Second Supplementary Bidder's Statement.*

BEGA CHEESE INTENDS TO PROCEED WITH ITS OFFER TO WARRNAMBOOL CHEESE & BUTTER SHAREHOLDERS

Bega Cheese believes its Offer of 1.2 Bega Cheese Shares and \$2 cash,¹ valuing Warrnambool Cheese & Butter at \$360.4 million (based on the closing price of Bega Cheese Shares as at 10 October 2013), represents excellent value and gives Warrnambool Cheese & Butter Shareholders the opportunity to participate in an exciting future of a combined Bega Cheese and Warrnambool Cheese & Butter.

NO PRESENT INTENTION TO INCREASE ITS OFFER CONSIDERATION, ALTHOUGH BEGA CHEESE RESERVES THE RIGHT TO DO SO

Bega Cheese wishes to clarify media reports (in particular, an article published by The Australian Financial Review online on 10 October 2013) which attributed statements to its adviser, David Williams of Kidder Williams, to the effect that Bega Cheese would not increase its Offer for Warrnambool Cheese & Butter. Bega Cheese is comfortable with its present Offer to merge with Warrnambool Cheese & Butter based on its view that:

¹ If you are an Ineligible Foreign Shareholder, you will not receive any Bega Cheese Shares.

- a strong Australian owned and listed dairy company with an extensive product range, excellent brands, integrated infrastructure, scale and investment capability will create value and improve returns for both shareholders and dairy farmers now and into the future; and
- some Warrnambool Cheese & Butter Shareholders will prefer to be shareholders of an Australian dairy company and support Bega Cheese's vision for the Combined Group and the synergies that will come from it.

Bega Cheese confirms, by way of clarification, that it does not presently intend to increase its Offer Consideration, although it reserves the right to do so.

THE CASE FOR A MERGER BETWEEN BEGA CHEESE AND WARRNAMBOOL CHEESE & BUTTER IS COMPELLING

We urge Warrnambool Cheese & Butter Shareholders to consider all of the information they have been provided by Bega Cheese and to ACCEPT Bega Cheese's Offer. Warrnambool Cheese & Butter Shareholders are being offered a very substantial premium above the Warrnambool Cheese & Butter Share price before announcement of Bega Cheese's Offer AND the opportunity to exchange Warrnambool Cheese & Butter Shares for shares in the strongly performing Bega Cheese. If Bega Cheese increases its Offer Consideration, all Warrnambool Cheese & Butter Shareholders who have accepted the Offer by the close of the Offer Period will be entitled to the increased Offer Consideration.

We believe the case for a merger between Bega Cheese and Warrnambool Cheese & Butter is compelling. It will create a strong, Australian owned, ASX listed dairy company with a commitment to dairy farmers, employees, customers, shareholders and the regional communities it operates in.

Your completed acceptance form (or, where your shares are held in CHESS, your valid instructions to enable the Offer to be accepted on your behalf) needs to be received by Link Market Services no later than 7pm Melbourne time on 28 November 2013, unless the Offer is extended.

If you have any questions about the Offer or require assistance with your acceptance, you should call the Bega Cheese Information line on 1300 880 751.

Signed for and on behalf of Bega Cheese Limited



Barry Irvin
Executive Chairman