

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 "DMN38" now produced and shown to David Michael Noonan at the time of signing his statement on 28 November 2013.

Annexure DMN38

Bega Cheese announcement of intention for final offer

Filed on behalf of Murray Goulburn Co-Operative Co Limited

Prepared by:

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ASX ANNOUNCEMENT

BEGA CHEESE TO RAISE OFFER TO 1.5 BEGA CHEESE SHARES AND \$2.00 CASH AND RELEASE ALL OFFER CONDITIONS

Bega Cheese Limited today announced an intention to increase its Offer Consideration to 1.5 Bega Cheese Shares and \$2.00 cash, valuing its Offer for Warrnambool Cheese & Butter Shares at \$8.87¹. Bega Cheese also intends to declare its Offer **UNCONDITIONAL**.

Highlights of Bega Cheese's Offer for Warrnambool Cheese & Butter Shareholders are:

- Offer Consideration will be 1.5 Bega Cheese Shares and \$2.00 cash.
- Bega Cheese's Offer will become UNCONDITIONAL and if you ACCEPT you will be paid your Offer Consideration of Bega Cheese Shares and Cash within 8 business days after your valid Acceptance Form is processed (or if your Acceptance Form was processed before the date of variation of Bega Cheese's Offer, within 8 business days of the date of variation).
- Bega Cheese has demonstrated milk price leadership in Victoria.
- Bega Cheese has demonstrated consistent financial performance and shareholder returns.
- Upon a Successful Merger, Bega Cheese will maintain healthy gearing of approximately 32%.
- Keep profits and benefits from the Combined Group in Australia and share in the synergies and upside.
- Both of Saputo's and Murray Goulburn's offers remain subject to conditions.
- Bega Cheese intends to preserve the Warrnambool Cheese & Butter name, operating sites and brands and has no intention to close the Warrnambool Cheese & Butter head office or the Allansford or Mil Lel sites.
- Bega Cheese has a proven history of growing the workforces of, and investing in, the companies it acquires.

The proposed increased Offer Consideration will be Bega Cheese's FINAL OFFER and will not be further increased.

Barry Irvin
Executive Chairman

¹ Based on 1.5 Bega Cheese Shares and \$2.00 cash and the closing price of Bega Cheese Shares as at 13 November 2013.

14 November 2013

For further information please contact

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