

# MinterEllison.

8 August 2024

Markets Announcements Office  
Australian Securities Exchange  
Exchange Centre  
20 Bridge Street  
Sydney, NSW, 2000

Dear Sir/Madam

**Off-market bid by Allegra Innovations Pty Ltd to acquire all ordinary shares in Allegra Medical Technologies Limited (ASX:AMT) (Offer)**

We act for Allegra Innovations Pty Ltd (ACN 670 616 127) (**AI**).

In accordance with section 647(3)(b) of the *Corporations Act 2001* (Cth) (**Act**), we enclose for lodgement a copy of AI's Third Supplementary Bidder's Statement dated 8 August 2024 in relation to the Bidder's off-market takeover bid for all the ordinary shares in Allegra Medical Technologies Limited (ACN 066 281 132).

Yours faithfully

**MinterEllison**



Contact: Dino Permadi  
Dino.permadi@minterellison.com  
Partner: Benjamin Smith  
OUR REF: 1484735

# Allegra Innovations Pty Ltd (ACN 670 616 127)

## Third Supplementary Bidder's Statement in relation to the AI Offer

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### 1. INTRODUCTION

This document is the third supplementary bidder's statement (**Third Supplementary Bidder's Statement**) given by Allegra Innovations Pty Ltd (ACN 670 616 127) (**AI**) under section 643 of the *Corporations Act 2001* (Cth) (**Corporations Act**).

This Third Supplementary Bidder's Statement relates to and supplements AI's Bidder's Statement (**Bidder's Statement**) dated 19 June 2024 as supplemented by AI's First Supplementary Bidder's Statement dated 21 June 2024 (**First Supplementary Bidder's Statement**) and AI's Second Supplementary Bidder's Statement dated 1 July 2024 (together, the **Prior Bidder's Statements**) and varied by the notices dated 10 July 2024, 24 July 2024 and 8 August 2024 in respect of AI's offer to acquire all of the ordinary shares of Allegra Medical Technologies Limited (ACN 066 281 132) (**AMT**), and should be read together with those documents.

Unless the context otherwise requires, terms defined in the Prior Bidder's Statements have the same meaning in this Third Supplementary Bidder's Statement. To the extent there is any inconsistency between the Prior Bidder's Statements and this Third Supplementary Bidder's Statement, this Third Supplementary Bidder's Statement will prevail.

A copy of this Third Supplementary Bidder's Statement was lodged with ASIC, the ASX and sent to AMT on 8 August 2024. Neither ASIC, the ASX, AMT, nor any of their respective officers take any responsibility as to the contents of this Third Supplementary Bidder's Statement.

This Third Supplementary Bidder's Statement has been prepared as an update following declaring the AI Offer free from the outstanding conditions contained in Appendix 2 to the Bidder's Statement.

### 2. AI'S OFFER IS NOW UNCONDITIONAL

AI is pleased to announce that, pursuant to section 650F of the Corporations Act, it waives all of the outstanding conditions contained in Appendix 2 of the Bidder's Statement that have not been satisfied as at the date hereof.

AI's Offer is now unconditional.

All AMT Shareholders who have already accepted AI's Offer will be paid \$0.004 cash per AMT Share within 10 Business Days of this Third Supplementary Bidder's Statement. All AMT Shareholders who accept AI's Offer from today will be paid \$0.004 cash per AMT Share within 10 Business Days of Automatic Group (on behalf of AI) receiving their acceptance.

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

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

### 3. AMENDMENTS TO PARAGRAPH 5.3

Paragraph 5.3 on page 20 of the Bidder's Statement is deleted and replaced as follows:

#### **5.3 Intentions for AMT as a part owned entity**

*AI currently has a relevant interest in 80.60% of AMT Shares. However should AI not achieve a relevant interest in 90% or more of AMT Shares and does not become entitled to proceed to compulsory acquisition of outstanding AMT Shares, then this section describes AI's intentions in those circumstances.*

**(a) Corporate matters**

*AI intends to reconstitute the AMT Board with nominees of AI as outlined above in paragraph 5.2(a) of the Bidders Statement.*

*Additionally, it is possible that, even if AI is not entitled to proceed to compulsory acquisition of minority holdings after the end of the Offer Period under Part 6A.1 of the Corporations Act, it may subsequently become entitled to exercise rights of general compulsory acquisition under Part 6A.2 of the Corporations Act, for example, as a result of acquisitions of AMT Shares in reliance on the '3% creep' exception in item 9 of section 611 of the Corporations Act. If so, AI and its associates intend to exercise those rights in respect of any AMT Shares that they do not hold.*

**(b) Operational and strategic review**

*AI intends to undertake the detailed review of AMT outlined above in paragraph 5.2(b) of the Bidders Statement. AI's ability to implement changes to AMT's operations will be limited because AMT will not be a wholly-owned subsidiary of AI and it is therefore unlikely that the full potential benefits of that review will be realised.*

**(c) ASX listing**

*AI would seek to have AMT removed from the official list of ASX. ASX guidance indicates that ASX would approve an application for AMT to be removed from the official list of ASX without the need for shareholder approval if:*

- (i) At the end of the Offer, AI and its associates own or control at least 75% of AMT Shares and the Offer has remained open for at least two weeks after AI and its associates attained ownership or control of at least 75% of the AMT shares; and*
- (ii) The number of AMT Shareholders (other than AI and its associates) having holdings with a value of at least \$500 is fewer than 150.*

*In addition, ASX guidance indicates that ASX would approve an application for AMT to be removed from the official list of ASX with AMT Shareholder approval and, where such removal is sought later than 12 months after the close of the Offer, AI would be entitled to vote on the resolution approving the removal.*

**(d) Limitations on giving effect to intentions**

*To the extent that AMT is not a wholly owned subsidiary of AI and there are minority shareholders of AMT, AI intends that the directors of AMT appointed by it will act at all times in accordance with their fiduciary duties and that all requisite shareholder approvals and other legal requirements are complied with in pursuing any of the intentions outlined above. For example, the ability of AI to implement the intentions set out in this section may be subject to the requirements of the Corporations Act and the ASX Listing Rules relating to transactions between related parties. Those and other applicable requirements may require the approval of minority shareholders to the implementation of any particular objective. The requirement of AI to have regard to those fiduciary duties in the context of AMT as a partially owned subsidiary and the possible requirement of approval by minority AMT Shareholders may prevent the achievement of any particular objective in this section.*

#### **4. FURTHER INFORMATION**

AI encourages you to read the Prior Bidder's Statements, together with this Third Supplementary Bidder's Statement, carefully before accepting the AI Offer.

If you have any questions or would like another copy of the Bidder's Statement and the Acceptance Form, please contact Automic Group at 1300 288 664 or + 61 2 9698 5414 from outside Australia, or email them at [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au).

## 5. CONSENTS

Automic Group has given, and has not at the date of this Third Supplementary Bidder's Statement withdrawn, its written consent to being named in this Third Supplementary Bidder's Statement.

## 6. APPROVAL

This Third Supplementary Bidder's Statement has been approved by a resolution passed by the sole director of AI under section 645(2)(a)(i) of the Corporations Act.



N.J. Hartnell

This Third Supplementary Bidder's Statement is dated 8 August 2024.

## Annexure A

ALLEGRA INNOVATIONS PTY LTD

ACN 670 616 127

**Notice under section 650F of the *Corporations Act 2001* (Cth) – Declaring off-market bid free from conditions**

**TO: ASX Limited**  
**Allegra Medical Technologies Limited ACN 066 281 132 (AMT)**

Allegra Innovations Pty Ltd (**AI**) gives notice in accordance with section 650F of the *Corporations Act 2001* (Cth) and paragraph 7.8(a) of AI's bidder's statement dated 19 June 2024 (as varied by the notices dated 10 July 2024 and 24 July 2024 and supplemented by the first supplementary bidder's statement dated 21 June 2024 and second supplementary bidder's statement dated 1 July 2024) (**Bidder's Statement**), that it declares all offers contained in the Bidder's Statement and all contracts formed by the acceptance of the offers to be free from all conditions contained in Appendix 2 of the Bidder's Statement that are not satisfied as at the date hereof.

At the date of this notice, AI's voting power in AMT is 80.60%.

**Date** 8 August 2024

**SIGNED** for and on behalf of **Allegra Innovations Pty Ltd** by



NJ Hartnell

Nicholas Hartnell