

18 May 2018

## MPA executes Bid Implementation Agreement

**Marine Produce Australia (MPA or The Company)** wishes to advise that it has entered into a Bid Implementation Agreement (**BIA**) with Barramundi Asia Pte. Ltd (**BAPL**) for a proposed off-market cash takeover offer (**Offer**) by BAPL to acquire at least 70% and up to 100% of the issued shares of MPA for \$0.50 cash per MPA share.

The proposed offer values the share capital of MPA at approximately \$18.5m.

The BIA comes after MPA engaged in a competitive sale process managed by Argonaut. Steinepreis Paganin has provided legal advice to the Company through the process.

For the avoidance of doubt the proposed offer will be a cash offer available to all shareholders.

### Key Terms of BIA

- Offer of \$0.50 cash for each MPA share available to all shareholders.
- Implementation by way of a takeover with a 70% bid acceptance condition.
- In addition to a prior \$2m cash advance payment for fish provided by BAPL to MPA during the Due Diligence period, the bidder will make available a further \$2m to the Company for working capital purposes after bid acceptance conditions have been met.
- The Bid Implementation Agreement has other conditions that are customary for a transaction of this nature.

### About BAPL

Founded in 2008, and granted the only two fish farming licenses in the Southern waters of Singapore, BAPL is the largest fish farm in Singapore by biomass. BAPL focuses on the full value chain ("Farm-to-Fork") from the nursery, sea cage farm, processing to marketing with its own registered brand Kühlbarra which allows it to capture the full premium value. BAPL's vision is to become the world's largest supplier of fresh sustainable barramundi.

Its senior management is led by Joep Staarman who formerly headed Marine Harvest's Asia Pacific business including oversight of its Australian operations. BAPL's board is co-chaired by multi award winning serial entrepreneur Andrew Kwan of Commonwealth Capital Group and Hans den Bieman, former CEO Marine Harvest and COO Nutreco. Its board members include Ms Tan Poh Hong, the immediate-past CEO of the Agri-Food & Veterinary Authority of Singapore (AVA) as well as Dr Tristan Sjoberg with training in Marine biology/oceanography and PhD in Marine Biogeochemistry.

**Summary of conditions of the Offer**

The BIA contains customary deal protection mechanisms including “no shop”, “no talk” and “no due diligence” restrictions as well as notification and matching rights in the event of a competing proposal.

The proposed Offer will be subject to certain conditions, the key conditions of which are:

- minimum acceptance of at least 70% of all the fully paid ordinary shares in the capital of MPA;
- no material adverse change;
- no prescribed occurrences;
- no regulatory intervention;
- no material acquisitions or disposals;
- agreement from option holders to cancel or transfer their options;
- the warranties provided by MPA under the BIA remain true and correct; and
- no material breach of the BIA.

**Next Steps & Timetable**

Further details will be set out in the Bidder’s Statement and Target’s Statement, which the BIA requires to be lodged with the Australian Securities & Investment Commission and dispatched to MPA shareholders in May 2018. The Target’s Statement will include the assessment of the Offer by your Directors and their recommendations.

Until the Offer is received, Shareholders should take no action.