



Australian Government

Takeovers Panel

MEDIA RELEASE

No: TP15/19

Friday, 24 April 2015

Phosphate Australia Limited – Panel Receives Application

The Panel has received an application from Phosphate Australia Ltd in relation to its affairs. Phosphate is currently the subject of an on-market takeover bid by Mercantile Investment Company Ltd.

Details of the application, as submitted by the applicant, are below.

A sitting Panel has not been appointed at this stage and no decision has been made whether to conduct proceedings. The Panel makes no comment on the merits of the application.

Details

On 30 March 2015, Mercantile announced an on-market takeover offer for all the ordinary shares of Phosphate and lodged its bidder's statement with ASX.

On 31 March 2015, Mercantile lodged a Notice of Change in Interests of Substantial Holder disclosing that it had a relevant interest in 14,485,373 shares (9.0%) in Phosphate.

On 14 April 2015, Siblow Pty Ltd lodged a Notice of Change in Interests of Substantial Holder disclosing that it had a relevant interest in 14,485,373 shares (9.0%) in Phosphate. Siblow holds 45.55% of Mercantile's voting shares.

Phosphate submits, among other things, that:

- Siblow is controlled by Sir Ron Brierley, the Chairman and a non-executive director of Mercantile, and Sir Ron Brierley has a relevant interest in 14,485,373 shares (9.0%) in Phosphate
- there are contraventions of the substantial holder notice provisions by Sir Ron Brierley failing to lodge any substantial holder notices in relation to his relevant interest in Phosphate shares and
- Mercantile's bidder's statement omits material information required by the Corporations Act, including information relating to Siblow and Sir Ron Brierley

as persons who have, and will, acquire a relevant interest in Phosphate shares as a result of Mercantile's takeover bid.

Phosphate seeks interim orders that Mercantile, Siblow and Sir Ron Brierley be prevented from acquiring any shares in Phosphate pending final determination of the Panel proceedings.

Phosphate seeks final orders, including (in effect) that:

- Mercantile issue a supplementary bidder's statement disclosing:
 - the identities of Siblow and Sir Ron Brierley and the relevant interest they hold and would acquire as a result of the takeover and
 - that Mr Gary Weiss is an alternative director of Mercantile and Mr Gabriel Radzyminski is an executive director of Mercantile and
- Sir Ron Brierley file a substantial holder notice in relation to the relevant interests he holds in Phosphate.

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