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**CORRS
CHAMBERS
WESTGARTH**

Sydney
Melbourne
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Perth
Port Moresby

6 February 2023

Online lodgement

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Partner

Sandy Mak (02) 9210 6171
Email: sandy.mak@corrs.com.au

Dear Sir / Madam

**Takeover bid by Hancock Energy (PB) Pty Ltd – Tenth
Supplementary Bidder's Statement**

We act for Hancock Energy (PB) Pty Ltd ACN 663 446 642 (**Hancock**) in relation to its off-market takeover bid (**Offer**) under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) for all the current and to be issued fully-paid ordinary shares in Warrego Energy Limited ACN 125 394 667 (ASX:WGO) (**Warrego**).

We **enclose**, by way of lodgement:

- (a) pursuant to section 647(3)(a)(ii) of the Corporations Act (as inserted by ASIC Class Order [CO 13/528]) a copy of Hancock's tenth supplementary bidder's statement in relation to the Offer (**Tenth SBS**);
- (b) a formal notice of variation pursuant to section 650D of the Corporations Act to increase the Offer consideration from \$0.28 per Warrego Share to \$0.36 per Warrego Share; and
- (c) a notice pursuant to section 624(2) of the Corporations Act to notify of an automatic extension to the Offer Period such that the Offer will remain open for acceptance until 7.00pm (AEDT) on 24 February 2023 (unless further extended or withdrawn).

The Tenth SBS, together with the accompanying notices, was lodged with the Australian Securities and Investments Commission and sent to Warrego today, and will be sent to each person referred to in section 650D(1)(c)(ii) (as inserted by ASIC Class Order [CO 13/521]) of the Corporations Act to the extent required by the Corporations Act.

Yours faithfully
Corrs Chambers Westgarth



Sandy Mak
Partner

Tenth Supplementary Bidder's Statement

In respect of the All Cash Offer by

Hancock Energy (PB) Pty Ltd ACN 663 446 642

to acquire all of your fully-paid ordinary shares in **Warrego Energy Limited (ASX:WGO)** ACN 125 394 667

ACCEPT HANCOCK'S OFFER

- **40% INCREASE CONDITION IS MET. ALL WARREGO SHAREHOLDERS WHO ACCEPT HANCOCK'S OFFER WILL RECEIVE \$0.36 CASH PER WARREGO SHARE**
- **HANCOCK IS WARREGO'S CONTROLLING SHAREHOLDER WITH MORE THAN 50% OF ALL WARREGO SHARES**
- **STRIKE'S SCRIP OFFER LIKELY DELIVERS AN INFERIOR OUTCOME TO WARREGO SHAREHOLDERS IN ALL CASES**
- **HANCOCK EXPECTS STRIKE AND WARREGO SHARE PRICES TO CONTINUE TO DECLINE BELOW \$0.36**

THIS DOCUMENT CONTAINS IMPORTANT UPDATES IN RELATION TO HANCOCK'S OFFER

Offer Information Line:

Please call 1300 916 761 (within Australia) or +61 3 9415 4888 (if outside Australia), if you have any questions or require assistance with your acceptance.

Legal Adviser

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Important notice

This document is a supplementary bidder's statement under section 643 of the *Corporations Act 2001* (Cth) (**Corporations Act**).

It is the tenth supplementary bidder's statement (**Tenth Supplementary Bidder's Statement**) issued by Hancock Energy (PB) Pty Ltd ACN 663 446 642 (**Hancock**), in relation to the off-market takeover offer by Hancock for all issued fully-paid ordinary shares in Warrego Energy Limited ACN 125 394 667 (**Warrego**), pursuant to the bidder's statement dated 30 November 2022 as replaced by the replacement bidder's statement dated 9 December 2022 and supplemented on 2 December 2022, 9 December 2022, 20 December 2022, 21 December 2022, 23 December 2022, 5 January 2023, 11 January 2023, 12 January 2023 and 31 January 2023 (**Bidder's Statement**).

This Tenth Supplementary Bidder's Statement is given in compliance with the requirements of Chapter 6 of the Corporations Act and supplements, and must be read together with, the Bidder's Statement.

This Tenth Supplementary Bidder's Statement prevails to the extent of any inconsistency with the Bidder's Statement.

Unless the context requires otherwise, terms defined in the Bidder's Statement have the same meaning in this Tenth Supplementary Bidder's Statement.

A copy of this Tenth Supplementary Bidder's Statement was lodged with the Australian Securities and Investments Commission (**ASIC**) on 6 February 2023. Neither ASIC nor its officers takes any responsibility for the content of this Tenth Supplementary Bidder's Statement.

1. Hancock's 40% Increase Condition has been satisfied

Hancock has received acceptances in excess of 40% of all Warrego Shares, as a result of Warrego Shareholder acceptances under the Hancock Offer, and the number of Warrego Shares participating in Hancock's Acceptance Facility. This means **Hancock's 40% Increase Condition¹ has been satisfied**. Consequently, all Warrego Shareholders who accept, or have accepted, Hancock's Offer will receive **\$0.36 cash per Warrego Share**, regardless of when they accepted the Offer.

As previously announced, Hancock will **accelerate the timing for the cash payment** of the Offer consideration to **seven Business Days** of the later of the date the shareholder's acceptance is received and the date of this Tenth Supplementary Bidder's Statement. A copy of the formal notice under section 650D of the Corporations Act increasing Hancock's Offer Price is attached to this Tenth Supplementary Bidder's Statement as Annexure A.

Hancock has notified the Facility Agent that Hancock's Offer is free from the 40% Increase Condition. The Facility Agent has released the Acceptance Instructions and Warrego Shareholders participating in the Acceptance Facility can no longer withdraw their Acceptance Form or Custodian Direction. Warrego Shares participating in the Acceptance Facility have become formal acceptances of Hancock's Offer.

The Acceptance Facility is now closed. Warrego Shareholders who have not yet accepted, but would like to accept, Hancock's Offer must follow the instructions set out in section 11.4 of Hancock's Bidder's Statement. You may immediately accept the Offer by emailing a complete and executed Acceptance Form, in the form previously provided to you to corpactprocessing@computershare.com.au, or call the Offer Information Line on 1300 916 761 (if within Australia) or +61 3 9415 488 (if outside Australia).

2. Hancock holds more than 50% of Warrego Shares

Hancock's relevant interest in Warrego Shares has now reached a majority position of approximately **50.54%**, which means **Hancock has become Warrego's controlling shareholder**.

As a result of Hancock's voting power in Warrego increasing to more than 50% and the increase in the consideration under Hancock's Offer to \$0.36 per Warrego Share, **Hancock's Offer is automatically extended and will remain open for acceptance until 7.00pm (AEDT) on Friday, 24 February 2023**.²

A copy of the notice under section 624(2) of the Corporations Act in respect of the extension of the Offer Period is attached to this Tenth Supplementary Bidder's Statement as Annexure B.

3. Strike's offer likely delivers inferior outcome in all cases

Hancock considers any prospect of a new competitor takeover offer for Warrego is negligible, particularly given Hancock has become Warrego's controlling shareholder. Warrego Shareholders should now decide whether to accept Hancock's Offer of \$0.36 cash per Warrego Share or Strike's scrip offer of one Strike share per Warrego Share. Warrego Shareholders should not do nothing and retain their Warrego Shares because any remaining minority shareholders may face significantly reduced trading liquidity and may have difficulty realising an equivalent cash value for their shares.³ Hancock continues to consider that the Hancock Offer, which has been recommended by the majority of Warrego's Board,⁴ remains superior to Strike's scrip offer.

¹ As outlined in Hancock's Sixth Supplementary Bidder's Statement and its Seventh Supplementary Bidder's Statement.

² Unless extended in accordance with the Corporations Act.

³ As advised by Warrego's Board in their ASX Announcement 23 January 2023 "Target Statement in response to Strike offer".

⁴ Warrego ASX Announcement 23 January 2023 "Target Statement in response to Strike offer".

Hancock considers Strike's scrip offer likely delivers an inferior outcome to all remaining Warrego Shareholders in all cases. This includes any Warrego Shareholder who may be interested in swapping their Warrego Shares for Strike shares (**Scrip Investor**).

If a Scrip Investor holds the opinion that Strike's share price will trade below \$0.36 at any point in future, then Hancock considers that the rational course of action for the Scrip Investor must be to accept Hancock's Offer. This is because the Scrip Investor would:

- a) receive \$0.36 per Warrego Share (which have regularly traded below \$0.36 since 30 January 2023);
- b) use those cash proceeds to buy Strike shares on-market in an equivalent number;
- c) potentially pay less than \$0.36 for those Strike shares (which have regularly traded below \$0.36 since 30 January 2023); and
- d) therefore, likely get an additional valuable benefit of retaining a cash surplus (subject to any applicable brokerage fees).

The Scrip Investor's alternative is to accept Strike's scrip offer and swap their Warrego shares for the equivalent number of Strike shares only, which will likely therefore deliver an inferior outcome (as no cash surplus is likely), unless Strike shares never trade below \$0.36 again, which Hancock considers to be extremely unlikely.

4. Strike and Warrego share prices are expected to decline

Hancock considers current share prices of Strike and Warrego are largely being supported by Hancock's Offer, with their prices rising in step with Hancock's key announcements over the past two months. Now that Hancock has become Warrego's controlling shareholder, and Strike has confirmed its scrip offer is its "*best and final*" offer,⁵ **Hancock expects Strike's and Warrego's share prices to continue to fall below \$0.36 and will likely further decline significantly once Hancock's Offer closes.**

Hancock reminds Warrego Shareholders that in early-November 2022, prior to Hancock's Offer, **the market valued Strike at ~\$0.25 per share and Warrego at ~\$0.15 per share.**

Approval

This Tenth Supplementary Bidder's Statement has been approved by a resolution passed by the directors of Hancock.

Date: 6 February 2023

Signed for and on behalf of **Hancock Energy (PB) Pty Ltd** by:



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Stuart Richard Johnston
Director

⁵ Strike ASX Announcement 3 February 2023 "*Sixth Supplementary Bidder's Statement*".

Annexure A - Notice varying Hancock's Offer

Notice of variation of Offer – Increase in Offer consideration

Corporations Act 2001 (Cth) – Section 650D

To: Australian Securities and Investments Commission (**ASIC**)
ASX Limited
Warrego Energy Limited (ACN 125 394 667)
Each Warrego Shareholder as required under the Corporations Act

This notice is given by Hancock Energy (PB) Pty Ltd ACN 663 446 642 (**Hancock**) in respect of its off-market takeover offer (**Offer**) for all of the issued fully-paid ordinary shares in Warrego Energy Limited ACN 125 394 667 (**Warrego**) pursuant to the bidder's statement dated 30 November 2022, as replaced by the replacement bidder's statement dated 9 December 2022 and supplemented on 2 December 2022, 9 December 2022, 20 December 2022, 21 December 2022, 23 December 2022, 5 January 2023, 11 January 2023, 12 January 2023, 31 January 2023 and 6 February 2023 (**Bidder's Statement**). Capitalised terms in this notice have the same meaning given in the Bidder's Statement, unless the context requires otherwise.

1. Increase of Offer consideration

Pursuant to section 650D of the Corporations Act, Hancock gives notice that it varies the Offer by:

- (a) increasing the Offer consideration from \$0.28 per Warrego Share to \$0.36 per Warrego Share; and
- (b) substituting the amount "\$0.28" for the amount "\$0.36" in all places it appears (or is deemed to appear) in the Bidder's Statement, the acceptance forms enclosed with the Bidder's Statement and in all other instances where the amount "\$0.28" appears as the Offer consideration or Offer Price.

2. ASIC lodgement

A copy of this notice was lodged with ASIC on 6 February 2023. ASIC takes no responsibility for the contents of this notice.

3. Other information

This notice has been approved by a unanimous resolution passed by the directors of Hancock.

Signed for and on behalf of **Hancock Energy (PB) Pty Ltd**



Stuart Richard Johnston
Director

Date: 6 February 2023

Annexure B - Notice of extension of the Offer Period

Notice of automatic extension of Offer Period

Corporations Act 2001 (Cth) – Section 624(2)

To: Australian Securities and Investments Commission (**ASIC**)
ASX Limited
Warrego Energy Limited (ACN 125 394 667)
Each Warrego Shareholder as required under the Corporations Act

This notice is given by Hancock Energy (PB) Pty Ltd ACN 663 446 642 (**Hancock**) in respect of its off-market takeover offer (**Offer**) for all of the issued fully-paid ordinary shares in Warrego Energy Limited ACN 125 394 667 (**Warrego**) pursuant to the bidder's statement dated 30 November 2022, as replaced by the replacement bidder's statement dated 9 December 2022 and supplemented on 2 December 2022, 9 December 2022, 20 December 2022, 21 December 2022, 23 December 2022, 5 January 2023, 11 January 2023, 12 January 2023, 31 January 2023 and 6 February 2023 (**Bidder's Statement**). Capitalised terms in this notice have the same meaning given in the Bidder's Statement, unless the context requires otherwise.

1. Notification

Hancock gives notice under section 624(2) of the Corporations Act (as modified by ASIC Class Order [CO 13/521]) that as a result of the improvement of the Offer consideration on 6 February 2023, the Offer Period has been automatically extended by 14 days from that date.

Accordingly, the Offer will remain open for acceptance until 7.00pm (AEDT) on 24 February 2023 (unless further extended or withdrawn).

2. Other information

This notice has been approved by a unanimous resolution passed by the directors of Hancock.

Signed for and on behalf of **Hancock Energy (PB) Pty Ltd**



Stuart Richard Johnston
Director

Date: 6 February 2023
