

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 "DMN48" now produced and shown to David Michael Noonan at the time of signing his statement on 28 November 2013.

**Annexure DMN48
Saputo supplementary bidder's statement**

Filed on behalf of Murray Goulburn Co-Operative Co Limited
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DX 10284 Sydney Stock Exchange

21 November 2013

The Manager
 ASX Limited
 Company Announcements Office
 20 Bridge Street
 SYDNEY NSW 2000

Dear Sir or Madam

**Takeover Bid for Warrnambool Cheese and Butter Factory Company Holdings Limited
 ACN 071 945 232
 First Supplementary Bidder's Statement**

We act for Saputo Dairy Australia Pty Ltd ACN 166 135 486 (**Saputo**).

In accordance with section 647(3)(a)(ii) of the *Corporations Act 2001* (Cth), we attach a copy of Saputo's first supplementary bidder's statement dated 21 November 2013 in relation to its offer to acquire 100% of the issued share capital in Warrnambool Cheese and Butter Factory Company Holdings Limited ACN 071 945 232 (**WCB**), which supplements Saputo's Bidder's Statement dated 25 October 2013 (**First Supplementary Bidder's Statement**).

Saputo has today lodged a copy of the First Supplementary Bidder's Statement with ASIC and served a copy of the same on WCB.

Yours faithfully
 Maddocks

Peter Shaw
 Partner

Encl

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First Supplementary Bidder's Statement

in relation to the Offer by

Saputo Dairy Australia Pty Ltd

ACN 166 135 486

to acquire all of your ordinary shares in

Warrnambool Cheese and Butter Factory

Company Holdings Limited

ACN 071 945 232

ACCEPT SAPUTO'S ALL - CASH OFFER OF
\$9.00 PER WARRNAMBOOL SHARE

ACCEPT Saputo's Offer by 28 November 2013
and you will be paid by 5 December 2013

The Warrnambool Directors unanimously recommend
that you **ACCEPT** Saputo's Offer, in the absence of a
superior proposal

This is an important document and requires your immediate attention.

If you are in any doubt about how to deal with this document, you should contact your legal, financial tax or other professional advisor immediately.

Offer Information Line

If you have any questions about the Offer or this document, or about how to accept the Offer, please contact the Offer Information Line on 1300 397 230 (toll free within Australia) or +61 3 9415 4292 (not toll free) from outside Australia.

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First Supplementary Bidder's Statement

This document is the first supplementary bidder's statement dated 21 November 2013 under section 643 of the Corporations Act (First Supplementary Bidder's Statement). It is the first supplementary bidder's statement issued by Saputo Dairy Australia Pty Ltd ACN 166 135 486 (Saputo) in relation to its takeover offer for all Warrnambool Shares.

This First Supplementary Bidder's Statement supplements, and should be read together with, Saputo's bidder's statement dated 25 October 2013 lodged with ASIC (Bidder's Statement).

Unless the context otherwise requires, terms used in this First Supplementary Bidder's Statement have the meanings given in the Bidder's Statement. This First Supplementary Bidder's Statement prevails to the extent of any inconsistency with the Bidder's Statement.

The following principles of interpretation apply unless the context otherwise requires:

- 1.1.1 headings are for convenience only and do not affect the meaning of the paragraphs they introduce;
- 1.1.2 the singular includes the plural and vice versa;
- 1.1.3 words importing any gender include any other genders;
- 1.1.4 references to persons include corporations;
- 1.1.5 appendices and annexures to this Bidder's Statement form part of this Bidder's Statement;
- 1.1.6 references to AUD or \$ are references to Australian currency; and
- 1.1.7 References to sections, paragraphs, pages and headings in this document are to those in the Bidder's Statement.

A copy of this First Supplementary Bidder's Statement was lodged with ASIC on 21 November 2013. Neither ASIC nor any of its officers takes any responsibility for the contents of this First Supplementary Bidder's Statement.

This First Supplementary Bidder's Statement has been approved by a resolution of the directors of Saputo.

Signed on behalf of Saputo Dairy Australia Pty Ltd ACN 166 135 486



Elisabeth Houston
Director

Dated 21 November 2013

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Saputo's letter to Warrnambool Shareholders

Dear Warrnambool Shareholders,

I am pleased to enclose the First Supplementary Bidder's Statement.

Saputo has increased its offer price and accelerated the payment terms

As you know on 15 November 2013 Saputo announced an increase in the Consideration offered for your Warrnambool Shares to \$9.00 cash per share.

We also announced our intention to declare the Offer unconditional no later than 28 November 2013, with accelerated payment terms. The accelerated payment terms mean that you will receive the Consideration within 5 Business Days after your valid acceptance of the Offer and the Offer is unconditional¹.

Accordingly, Warrnambool Shareholders who accept the Offer by 28 November 2013 will be paid the increased Consideration on 5 December 2013¹. I encourage you to **ACCEPT the Offer NOW**, with the certainty of receiving the Consideration payable to accepting Warrnambool Shareholders within this accelerated timeframe.

Warrnambool has announced its Permitted Dividends

The timing for Saputo's Offer to become unconditional has enabled the Warrnambool Directors to set the record date for each Permitted Dividend, which is 7.00pm (Melbourne time) 26 November 2013 (**Record Date**).

The Permitted Dividends announced by Warrnambool on 15 November 2013 are as follows:

- \$0.46 per Warrnambool Share, which Warrnambool intends to declare upon Saputo reaching a Relevant Interest in Warrnambool of greater than 50% (**Initial Permitted Dividend**); and
- \$0.85 per Warrnambool Share, which Warrnambool intends to declare upon Saputo reaching a Relevant Interest in Warrnambool of 90% (**Additional Permitted Dividend**).

All registered and eligible holders of Warrnambool Shares on the Record Date will be entitled to the Permitted Dividends. For those shareholders, the Permitted Dividends do not change the cash amount you will receive by accepting Saputo's Offer – you will receive the \$9.00 cash per share whenever you accept Saputo's Offer, regardless of whether the Permitted Dividends are paid. The purpose of the Permitted Dividends is to allow for the distribution of the franking credits, estimated by Warrnambool to deliver **additional value of up to \$0.56 per share**, depending on your tax circumstances.

Saputo's Offer is superior to all other proposals for Warrnambool

Saputo's Offer provides greater certainty than all the other proposals for Warrnambool, with the increased Consideration of \$9.00 cash per share being:

- higher than the \$8.675 implied value of the final cash and scrip offer of Bega Cheese Limited (the **Bega Offer**) announced on 14 November 2013 based on Bega's closing price on 14 November 2013, whilst acknowledging that Bega's share price will fluctuate;
- equal to the value of \$9.00 cash per share proposal announced by Murray Goulburn Co-operative Co. Limited (the **Murray Goulburn Proposal**) on 13 November 2013, which remains highly conditional, in particular as it is subject to no objection by the ACCC or to granting of authorisation by the Australian Competition Tribunal.

The Warrnambool Board has unanimously recommended that you **REJECT both the Bega Offer and Murray Goulburn Proposal**.

Warrnambool's Board has reaffirmed its recommendation to ACCEPT Saputo's Offer

In response to the increase in Consideration by Saputo and its intention to declare the Offer unconditional, the Warrnambool Board has reaffirmed its unanimous recommendation that Warrnambool Shareholders ACCEPT Saputo's Offer in the absence of a superior proposal. Each Warrnambool Director and Warrnambool Executive has also reaffirmed his or her intention to accept the Offer for all of the Warrnambool Shares he or she holds or otherwise controls, in the absence of a superior proposal.

¹ The timing of receipt of that consideration by an Ex-Dividend Warrnambool Shareholder is different to the case of a Cum-Dividend Warrnambool Shareholder, as set out in more detail in section 4 of this First Supplementary Bidder's Statement.

Saputo remains best placed to accelerate the growth in Warrnambool's business

As I have explained before, Saputo has the strategic intent and financial capacity to invest further in Warrnambool. The funding for Saputo's proposed acquisition of Warrnambool will not impose any financial constraints limiting Saputo's ability to make further investments to expand Warrnambool's operations by increasing existing capacity or building additional capacity.

Saputo's strategy in acquiring Warrnambool is to position Warrnambool as the centre of its operations in Australia and its main platform from which to service the demand for dairy products in the Asia Pacific region. As one of the largest international dairy companies, Saputo believes that by working with Warrnambool's management team and investing in Warrnambool's operations, it can greatly assist Warrnambool's future development and accelerate its growth, nationally as well as internationally. This in turn should lead to a greater demand for milk, which should be to the benefit of Warrnambool's suppliers.

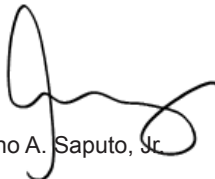
The acquisition of Warrnambool by Saputo will not reduce the choices available for farmer suppliers. Saputo would seek to develop mutually beneficial relationships with the farmer suppliers of Warrnambool through the payment of a leading competitive milk price to ensure that Warrnambool remains the preferred customer for their milk, and continues to grow its milk intake.

ACCEPT Saputo's all-cash offer

Once again I encourage you to ACCEPT this Offer as soon as possible by following the instructions set out in Section 8 and on the Acceptance and Transfer Form. For your convenience, you will find enclosed a further copy of the personalised Acceptance and Transfer Form in respect of your Warrnambool Shares. The Offer is open for you to accept until 7.00pm (Melbourne time) on 13 December 2013 unless extended in accordance with the Corporations Act.

I encourage you to read this First Supplementary Bidder's Statement carefully. If you have any further questions about the Offer or this document, or about how to accept the Offer, please contact the Offer Information Line on 1300 397 230 (toll free within Australia) or +61 3 9415 4292 (not toll free) from outside Australia.

Yours sincerely,



Lino A. Saputo, Jr.

Chief Executive Officer and Vice Chairman of the Board

Saputo Inc.

Dated 21 November 2013

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2. Variation to the Offer – increase in the Consideration

Saputo has increased the Consideration under its all-cash Offer to \$9.00 per Warrnambool Share. A copy of the notice giving effect to this increase to the Consideration which was lodged with ASIC on 18 November 2013 is attached to this First Supplementary Bidder's Statement as Annexure A.

The increase will apply to all Warrnambool Shareholders who accept the Offer, including the Warrnambool Shareholders who accepted the Offer before the increase.

3. Permitted Dividends

On 15 November 2013, Warrnambool announced that subject to Saputo obtaining a Relevant Interest in greater than 50% of Warrnambool Shares, the Warrnambool Board intends to exercise its discretion to declare a fully franked special dividend of \$0.46 per Warrnambool Share (**Initial Permitted Dividend**); and subject to Saputo obtaining a Relevant Interest in at least 90% of Warrnambool Shares, the Warrnambool Board also intends to exercise its discretion to declare a subsequent fully franked special dividend of \$0.85 per Warrnambool Share (**Additional Permitted Dividend**).

The record date for each Permitted Dividend is 7.00pm (Melbourne time) on 26 November 2013 (**Record Date**).

Each registered and eligible holder of Warrnambool Shares on the Record Date (**Cum-Dividend Warrnambool Shareholder**) will be entitled to the Permitted Dividends should they become payable.

If you become a Warrnambool Shareholder after the Record Date, (**Ex-Dividend Warrnambool Shareholder**), you will not be entitled to the Permitted Dividends. An Ex-Dividend Warrnambool Shareholder who accepts Saputo's Offer will be paid the Consideration of \$9.00 less the amount of any Permitted Dividend amount that is declared. In addition, the timing of receipt of that consideration by an Ex-Dividend Warrnambool Shareholder is different to the case of a Cum-Dividend Warrnambool Shareholder, as set out in more detail in Section 4.

4. Acceleration of payment terms

Saputo has accelerated the payment terms for the Consideration once the Offer has become unconditional, as set out in this Section.

Saputo encourages Warrnambool Shareholders to **ACCEPT** its Offer **NOW**, with the certainty of receiving the consideration payable to accepting Warrnambool Shareholders within this accelerated timeframe.

Saputo has announced its intention to declare the Offer unconditional no later than 28 November 2013, which means that Warrnambool Shareholders who accept the Offer by this date will be paid the Consideration on 5 December 2013 although the timing of receipt of that consideration by an Ex-Dividend Warrnambool Shareholder is different to the case of a Cum-Dividend Warrnambool Shareholder, as set out in more detail in this Section.

Cum-Dividend Warrnambool Shareholders

If you are a Cum-Dividend Warrnambool Shareholder and you validly accept the Offer, you will be paid the Consideration for each of your Warrnambool Shares within **5 Business Days after your valid acceptance of the Offer and the Offer has become unconditional**.

As shown in Table 4.1, if you are a Cum-Dividend Warrnambool Shareholder, no Permitted Dividends have been declared, and you ACCEPT Saputo's Offer, you will be paid the full amount of the \$9.00 cash per Warrnambool Share by Saputo within 5 Business Days after your valid acceptance of the Offer and once the Offer is unconditional. Under the terms of the Offer, as set out in section 6.17.2(g) of Part B of the Bidder's Statement, each Warrnambool Shareholder who is entitled to receive a Permitted Dividend and who has already accepted the Offer authorises and directs Warrnambool to pay to Saputo a sum equal to the amount of the Permitted Dividend payable to that Warrnambool Shareholder.

If either or both Permitted Dividend have been declared at the time of acceptance, these will be deducted from the Offer Consideration of \$9.00 cash per Warrnambool Share payable by Saputo, but you will receive those dividends from Warrnambool provided you were a Warrnambool Shareholder on the Record Date.

Accordingly, depending on the Permitted Dividends paid by Warrnambool, for a Cum-Dividend Warrnambool Shareholder who accepts Saputo's Offer, the \$9.00 cash per Warrnambool Share will comprise the following:

Table 4.1 (Acceptance of Offer by Cum-Dividend Warrnambool Shareholder)

If you ACCEPT...	You will receive...	From...	By...
<u>Before</u> 7.00pm on 26 November 2013 (Record Date) and where no Permitted Dividends are declared at the time of acceptance	\$9.00 cash per Warrnambool Share	Saputo	Within 5 Business Days after Saputo processes your valid acceptance and Saputo declares its Offer unconditional.
<u>After</u> 7.00pm on 26 November 2013 and where no Permitted Dividends are declared at the time of acceptance	\$9.00 cash per Warrnambool Share	Saputo	Within 5 Business Days after Saputo processes your valid acceptance and Saputo declares its Offer unconditional.
<u>After</u> 7.00pm on 26 November 2013 and only the Initial Permitted Dividend is declared at the time of acceptance	\$8.54 cash per Warrnambool Share under the Offer \$0.46 cash per Warrnambool Share dividend (Initial Permitted Dividend)	Saputo pays you \$8.54 cash per Warrnambool Share Warrnambool pays you \$0.46 cash per Warrnambool Share	Within 5 Business Days after Saputo processes your valid acceptance and Saputo declares its Offer unconditional. The payment date for the Initial Permitted Dividend (this date is not yet determined but is likely to be within 7 Business Days after the greater than 50% Relevant Interest threshold is reached).
<u>After</u> 7.00pm on 26 November 2013 and the Initial Permitted Dividend and Additional Permitted Dividend are declared at the time of acceptance	\$7.69 cash per Warrnambool Share under the Offer \$1.31 cash per Warrnambool Share in dividends (Initial Permitted Dividend and Additional Permitted Dividend)	Saputo pays you \$7.69 cash per Warrnambool Share Warrnambool pays you \$1.31 cash per Warrnambool Share in dividends (Initial Permitted Dividend and Additional Permitted Dividend)	Within 5 Business Days after Saputo processes your valid acceptance and Saputo declares its Offer unconditional The payment dates for the Initial Permitted Dividend and Additional Permitted Dividend (neither has been determined but is likely to be within 7 Business Days after the particular Relevant Interest threshold is reached).

Note: Warrnambool Shareholders should note that the Relevant Interest thresholds for Permitted Dividends may be reduced by agreement between Warrnambool and Saputo.

Ex-Dividend Warrnambool Shareholders

If you are an Ex-Dividend Warrnambool Shareholder, you will not be entitled to any Permitted Dividend in respect of your Warrnambool Shares.

If you accept Saputo's Offer, or your Warrnambool Shares are subsequently compulsorily acquired by Saputo, then under the terms of the Offer you will receive the Consideration of \$9.00 cash per Warrnambool Share less the total amount of any Permitted Dividends that are declared.

Where an Ex-Dividend Warrnambool Shareholder accepts Saputo's Offer, you will receive the Offer Consideration of \$9.00 cash per Warrnambool Share less \$1.31 per Warrnambool Share (being the total amount of any Permitted Dividends) within 5 Business Days after your valid acceptance of the Offer and the Offer has become unconditional (expected to be 28 November 2013).

The amount of \$1.31 is the maximum possible amount of the undeclared Permitted Dividends. The Undeclared Dividend Amount is the balance of the Offer Consideration and is equal to \$1.31 per Warrnambool Share less the cash amount of any Permitted Dividend declared by Warrnambool (**Undeclared Dividend Amount**).

To the extent that any Permitted Dividend is not subsequently declared by Warrnambool, that Undeclared Dividend Amount will be paid to an Ex-Div Warrnambool Shareholder who accepts Saputo's Offer, on the date which is the later of:

- (a) the first to occur of one month after the date the Offer is validly accepted by that shareholder and the Offer becomes free from all Conditions and 21 days after the end of the Offer Period; and
- (b) such later date, being no later than 21 days after the end of the Offer Period, as ASIC permits.

Saputo has sought a modification of section 620 of the Corporations Act from ASIC under section 655A of the Corporations Act to enable Saputo to defer paying to any Ex-Dividend Warrnambool Shareholder who subsequently accepts Saputo's Offer, that part of the Consideration which comprises an Undeclared Dividend Amount, until the date which is 21 days after the end of the Offer Period, to prevent overpayment of any consideration to any Ex-Dividend Warrnambool Shareholder. In the event that Saputo does not obtain such relief and a Permitted Dividend has not been declared on the date that payment of any Undeclared Dividend Amount is due to you, Saputo will pay to you the Undeclared Dividend Amount. If, thereafter, a Permitted Dividend is declared (**Later Dividend**), you must repay the amount equal to that Later Dividend to Saputo.

Depending on the Permitted Dividends declared by Warrnambool, for an Ex-Dividend Warrnambool Shareholder who accepts Saputo's Offer, the consideration payable and timing of payment is set out in Table 4.2.

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Table 4.2 (Acceptance of Offer by Ex-Dividend Warrnambool Shareholder)

If you ACCEPT...	You will receive...	From...	By...
After 7.00pm on 26 November 2013 and where no Permitted Dividends are declared at the time of acceptance	\$7.69 cash per Warrnambool Share	Saputo	<p>Within 5 Business Days after Saputo processes your valid acceptance and Saputo declares its Offer unconditional.</p> <p>Potential adjustment of \$1.31 in your favour: if no Initial Permitted Dividend and no Additional Permitted Dividend are ever paid Saputo will pay you \$1.31 per Warrnambool Share on the date which is the later of:</p> <p>(a) the first to occur of one month after the date the Offer is validly accepted by you and the Offer becomes free from all Conditions and 21 days after the end of the Offer Period; and</p> <p>(b) such later date, being no later than 21 days after the end of the Offer Period, as ASIC permits.²</p>
After 7.00pm on 26 November 2013 and only the Initial Permitted Dividend is declared at the time of acceptance	\$7.69 cash per Warrnambool Share under the Offer.	Saputo	<p>Within 5 Business Days after Saputo processes your valid acceptance and Saputo declares its Offer unconditional.</p> <p>Potential adjustment of \$0.85 cash per Warrnambool Share in your favour: if no Additional Permitted Dividend is ever paid Saputo will pay you \$0.85 cash per Warrnambool Share on the date which is the later of:</p> <p>(a) the first to occur of one month after the date the Offer is validly accepted by you and the Offer becomes free from all Conditions and 21 days after the end of the Offer Period; and</p> <p>(b) such later date, being no later than 21 days after the end of the Offer Period, as ASIC permits.²</p>
After 7.00pm on 26 November 2013 and the Initial Permitted Dividend and Additional Permitted Dividend are declared at the time of acceptance	\$7.69 cash per Warrnambool Share under the Offer.	Saputo	<p>Within 5 Business Days after Saputo processes your valid acceptance and Saputo declares its Offer unconditional.</p>

² Saputo has sought but not yet obtained a modification of section 620 of the Corporations Act from ASIC under section 655A of the Corporations Act in relation to the deferral of payment of any Undeclared Dividend Amount

5. Intention to declare the Offer unconditional by no later than 28 November 2013

As announced on 15 November 2013, Saputo intends to free the Offer of all Conditions by no later than 28 November 2013, being two Business Days after the Record Date for the Permitted Dividends.

As at the date of this First Supplementary Bidder's Statement, Saputo is not aware of any events which would result in a breach or inability to satisfy any of the Conditions. As at the date of this First Supplementary Bidder's Statement, the following is the status of each of the Conditions of the Offer:

- 5.1 **FIRB Condition:** on 12 November 2013, Saputo gave notice in accordance with section 630(4) of the Corporations Act that the FIRB Condition **has been fulfilled**;
- 5.2 **No regulatory actions:** Saputo is not aware of any Regulatory Actions;
- 5.3 **Minimum Acceptance Condition:** this Condition is not fulfilled as at the date of this First Supplementary Bidder's Statement, however, on 15 November 2013 Warrnambool consented to the waiver of this Condition as required under the Bid Implementation Deed;
- 5.4 **No Prescribed Occurrences:** Saputo is not aware of any Prescribed Occurrence having occurred;
- 5.5 **No Material Adverse Change:** Saputo is not aware of any Warrnambool Material Adverse Change having occurred, being announced or becoming known to Saputo;
- 5.6 **No material acquisitions, disposals or new commitments:** Saputo is not aware of any material acquisitions, disposals or new commitments;
- 5.7 **No distributions:** no distribution has been made by Warrnambool;
- 5.8 **Conduct of Warrnambool business:** Saputo is not aware of a new contract of service having been entered into, a change in an existing contract of service, entry into, amendment or termination of a material contract or waiver of material rights, any scheme of arrangement or compromise, a special resolution having been passed, new indebtedness or new Encumbrances;
- 5.9 **Warrnambool Performance Rights:** no new Warrnambool Performance Rights have been granted or issued (other than the proposed grant of New Warrnambool Performance Rights subject to Warrnambool shareholder approval).

6. Key dates

The Offer is open for you to accept until 7.00pm (Melbourne time) on 13 December 2013, unless extended in accordance with the Corporations Act.

The following is a summary of some of the key dates in respect of the Offer:

Offer Period opens	30 October 2013
Warrnambool announces Permitted Dividends	15 November 2013
Record Date for each Permitted Dividend	26 November 2013
Saputo's Offer expected to become unconditional	No later than 28 November 2013
Earliest date for payment of Consideration	5 December 2013
Expected closing date of Offer (unless extended)	13 December 2013 ³

³ This date may be extended as permitted by the Corporations Act and in accordance with the terms of the Bid Implementation Deed.

7. Saputo's intentions

Set out in section 3 of Part B of the Bidder's Statement are the intentions of Saputo and Saputo Inc. in relation to Warrnambool subject to the terms set out in that section.

Saputo's intentions upon ownership of less than 50% of Warrnambool

Once Saputo's Offer is unconditional, there will no longer be a condition that Saputo acquires a Relevant Interest in greater than 50% of Warrnambool Shares on a fully diluted basis. Accordingly, it is possible that on conclusion of the Offer, Saputo may hold a Relevant Interest in less than 50% of Warrnambool Shares.

If Saputo acquires a Relevant Interest in less than 50% of Warrnambool Shares, the current intentions of Saputo are to assess the situation and the level of Saputo's holding in Warrnambool at the time and endeavors to implement its intentions set out in section 3.4 of Part B of the Bidder's Statement to the extent to which it is able to do so, subject to the limitations identified in section 3.5 of Part B of the Bidder's Statement.

Saputo is a wholly owned Subsidiary of Saputo Inc. and, accordingly, the intentions and beliefs of Saputo in this First Supplementary Bidder's Statement reflect the intentions and beliefs of Saputo Inc.

8. How to accept

Details on how to accept the Offer are set out in section 6.16 of Part B of the Bidder's Statement. To assist you, that section of the Bidder's Statement has been replicated as follows.

8.1 How to accept the Offer

8.1.1 All of your Warrnambool Shares

The Offer is for all of your Warrnambool Shares. You may accept the Offer at any time during the Offer Period only in respect of all of your Warrnambool Shares. You may not accept the Offer for part of your holding. The Offer extends to Warrnambool Shares that are issued on the conversion of Warrnambool Performance Rights and any New Warrnambool Performance Rights before or during the Offer Period.

8.1.2 Acceptance procedure for Warrnambool Shareholders

To validly accept the Offer:

- (a) for Warrnambool Shares held in your name on Warrnambool's issuer sponsored subregister (as indicated on the Acceptance and Transfer Form), you must:
 - (i) complete and sign the Acceptance and Transfer Form in accordance with the terms of the Offer and the instructions on the Acceptance and Transfer Form; and
 - (ii) ensure that the Acceptance and Transfer Form (including any documents required by the terms of the Offer and the instructions on the Acceptance and Transfer Form) is sent so that it is received before the end of the Offer Period, to the address specified on the Acceptance and Transfer Form; or
- (b) for Warrnambool Shares held in your name in a CHESS Holding (as indicated on the Acceptance and Transfer Form):
 - (i) if you are not a Participant, you should instruct your Controlling Participant to initiate acceptance of the Offer on your behalf in accordance with Rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period; or
 - (ii) if you are a Participant, you should initiate acceptance of the Offer in accordance with rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period.

Alternatively, you may sign and complete the Acceptance and Transfer Form in accordance with the terms of the Offer and the instructions on the Acceptance and Transfer Form and ensure that it (including any documents required by the terms of the Offer and the instructions on the Acceptance and Transfer Form) is sent so that it is received before the end of the Offer Period, to the address specified on the Acceptance and Transfer Form.

If your Warrnambool Shares are held in your name in a CHESS Holding (as indicated on the Acceptance and Transfer Form), you must comply with any other applicable ASX Settlement Operating Rules.

8.1.3 Mailing and delivery details

The mailing and delivery addresses for completed Acceptance and Transfer Forms and any associated documents are as follows:

mail the enclosed reply paid envelope to:

Computershare Investor Services Pty Limited
Warrnambool Offer
GPO Box 52
Melbourne VIC 3001

A reply paid envelope has been enclosed for Warrnambool Shareholders with Australian addresses to return their completed Acceptance and Transfer Form. Overseas Warrnambool Shareholders should return their Acceptance and Transfer Form by airmail or if the Warrnambool Shares are in a CHES Holding, make contact with their Controlling Participant about their form of instructions that are required.

The method chosen to deliver the Acceptance and Transfer Form and other documents is at the risk of each accepting Warrnambool Shareholder.

8.1.4 Acceptance and Transfer Form and instructions on it

The Acceptance and Transfer Form which accompanies the Offer forms part of the Offer. The requirements on the Acceptance and Transfer Form must be observed in accepting the Offer in respect of your Warrnambool Shares.

8.1.5 Power of attorney, deceased estate

When accepting the Offer you must also forward for inspection:

- (a) if the Acceptance and Transfer Form is executed by an attorney, a certified copy of the power of attorney; and
- (b) if the Acceptance and Transfer Form is executed by the executor of a will or the administrator of the estate of a deceased Warrnambool Shareholder, the relevant grant of probate or letters of administration.

8.1.6 When acceptance is complete

Acceptance of the Offer is complete once the completed Acceptance and Transfer Form (together with all other documents required by the instructions on it) has been received at the address in section 8.1.3 above and the requirements of this section 8 have been met, provided that:

- (a) Saputo may in its sole discretion waive any or all of those requirements at any time; and
- (b) where such requirements have been complied with in respect of some but not all of your Warrnambool Shares, Saputo may, in its sole discretion, deem your acceptance of the Offer complete in respect those Warrnambool Shares for which such requirement has been complied with,

and Saputo is not required to communicate with you prior to making its determination as to the above matters and the determination of Saputo will be final and binding on all of the parties.

9. Additional information

9.1 Bid Implementation Deed

On 15 November 2013, Saputo Inc. and Warrnambool amended the Bid Implementation Deed to: reflect the increase on the Offer Consideration and accelerated payment terms described in this First Supplementary Bidder's Statement; document Warrnambool's consent to the waiver by Saputo of the minimum acceptance condition described in section 6.7.3 of Part B of the Bidder's Statement; and record the notice given by Saputo for the purposes of the Bid Implementation Deed, of its intention to free the Offer of all Conditions by 28 November 2013.

9.2 Saputo's relevant interest in Warrnambool

As at the date immediately prior to the date of this First Supplementary Bidder's Statement Saputo has received acceptances of the Offer in respect of 0.146% Warrnambool Shares and accordingly has a Relevant Interest, and voting power, in Warrnambool of 0.146%.

9.3 Miscellaneous matters

9.3.1 ASIC modification

Saputo has sought but not yet obtained a modification of section 620 of the Corporations Act from ASIC under section 655A of the Corporations Act to enable Saputo to defer paying to any Ex-Dividend Warrnambool Shareholder who subsequently accepts Saputo's Offer that part of the Consideration which comprises an Undeclared Dividend Amount, until the date which is 21 days after the end of the Offer Period, to prevent overpayment of any Consideration to any Ex-Dividend Warrnambool Shareholder.

9.3.2 Consents

This First Supplementary Bidder's Statement contains references to statements made by, and/or statements said to be based on statements made by Saputo Inc., which is the ultimate holding company of Saputo which has consented to the inclusion of each statement it has made and each statement which is said to be based on a statement it has made, in the form and context in which the statements appear and has not withdrawn that consent as at the date of this First Supplementary Bidder's Statement.

None of the persons named in section 7.9.3 of the Bidder's Statement has made any statement in this First Supplementary Bidder's Statement, or on which a statement in this First Supplementary Bidder's Statement is based and (to the maximum extent permitted by law) expressly disclaims any liability in respect of, makes no representation regarding and takes no responsibility for, any part of this First Supplementary Bidder's Statement.

This Bidder's Statement contains statements which are made in, or based on statements made in, documents lodged with ASIC or given to the ASX, in particular the documents set out in the table below. Under the terms of ASIC Class Order 13/521, the parties making those statements are not required to consent to, and have not consented to, inclusion of those statements in this Bidder's Statement.

Statements based on documents announced to ASX

Company	Document	Date announced to ASX
Warrnambool	Saputo Offer Target's Statement	12 November 2013
Murray Goulburn	Increased takeover offer	13 November 2013
Bega	BGA to raise offer to 1.5 shares and \$2.00 cash	14 November 2013
Warrnambool	Warrnambool Directors Unanimously Recommend Revised Saputo Offer	15 November 2013
Warrnambool	Guidance on Permitted Dividends under revised Saputo Offer	19 November 2013
ASX	ASX Circular - Special Dividends	20 November 2013

If you would like to receive a copy of any of these documents (free of charge) please contact Offer Information Line on 1300 397 230 (toll free) (within Australia) or +613 9415 4292 (outside Australia).

9.3.3 Approval of Bidder's Statement

The copy of this First Supplementary Bidder's Statement that is to be lodged with ASIC has been approved by a resolution passed by the directors of Saputo in accordance with Section 645(2)(a) of the Corporations Act.

Annexure A – Notice of Variation dated 18 November 2013

Saputo Dairy Australia Pty Ltd
ACN 166 135 486

Corporations Act 2001 (Cth)
Section 650D

NOTICE OF VARIATION - INCREASE IN OFFER CONSIDERATION

To: Australian Securities and Investments Commission (**ASIC**)

Warrnambool Cheese and Butter Factory Company Holdings Limited ACN 071 945 232
(Warrnambool)

Each person to whom an offer was made pursuant to the off-market takeover bid made by Saputo Dairy Australia Pty Limited ACN 166 135 486 (**Saputo**) to acquire all Warrnambool Shares (**Offer**) pursuant to the bidder's statement dated 25 October 2013 (**Bidder's Statement**).

Saputo gives notice under section 650D(1) of the Corporations Act that it varies the Offer by increasing the Consideration (as defined in the Bidder's Statement) to \$9.00 per Warrnambool Share.

Accordingly the Bidder's Statement is amended by replacing all references to "\$8.00" when referring to the Offer Consideration, with references to "\$9.00". However statements, calculations, and graphs which are based on the original Offer Consideration of \$8.00, including those relating to the value of the Offer compared to other offers for Warrnambool Shares and the Offer Consideration premium compared to various Warrnambool Share trading prices, remain correct on the basis of the original Offer Consideration of \$8.00 per Warrnambool Share and are not changed.

The increased Consideration will apply to all Warrnambool Shareholders who accept the Offer, including those Warrnambool Shareholders who have already accepted the Offer.

Unless the context requires otherwise, terms defined in the Bidder's Statement have the same meaning when used in this notice.

A copy of this notice was lodged with ASIC on 18 November 2013. Neither ASIC nor any of its officers takes any responsibility for the contents of this notice.

This notice has been approved by a unanimous resolution passed by all directors of Saputo.

Dated: 18 November 2013

Signed for and on behalf of Saputo Dairy Australia Pty Limited ACN 166 135 486

Director
 Saputo Dairy Australia Pty Limited ACN 166 135 486

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