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LODGED VIA ASX ONLINE

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FOR IMMEDIATE RELEASE TO THE MARKET

20 June 2025

ELPH INVESTMENTS PTY LTD'S OFF-MARKET TAKEOVER BID FOR ENGENCO LIMITED – NOTICE OF COMPULSORY ACQUISITION

Dear Sir / Madam

We act for Elph Investments Pty Ltd ABN 72 127 213 807 (**Elph Investments**) in relation to its off-market takeover bid under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) for all of the ordinary shares in Engenco Limited ABN 99 120 432 144 (ASX:EGN) (**Engenco**), the terms of which are contained in the bidder's statement dated 7 April 2025, as supplemented by its first supplementary bidder's statement dated 5 June 2025 (the **Offer**).

In accordance with section 661B(1)(d) of the Corporations Act and ASX Settlement Operating Rule 14.21.2, we enclose:

- an ASIC Form 6021 *Notice of Compulsory Acquisition Following Takeover Bid* (**Compulsory Acquisition Notice**); and
- a sample cover letter to be sent to Engenco shareholders together with the Compulsory Acquisition Notice (**Cover Letter**).

The Compulsory Acquisition Notice and the Cover Letter were lodged with ASIC earlier today and will be sent to each person referred to in section 661B(1)(c)(i) of the Corporations Act (as inserted by *ASIC Corporations (Compulsory Acquisitions and Buyouts) Instrument 2023/684*).

Yours faithfully
James Stewart
Partner
Pinsent Masons

This letter is sent electronically and so is unsigned

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Notice of compulsory acquisition following takeover bid

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Notice

To each holder of:

Description of class of securities to which the bid relates.

Fully paid ordinary shares

('Bid class Securities')

In

Name of target company

Name ('the Company')

ENGENCO LIMITED

ACN/ARBN/ARSN

120432144

Tick applicable box(es)

- ☐ and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- ☐ and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

1. Under a takeover bid offers were made by

Name of bidder

Elph Investments Pty Ltd

in respect of the acquisition of Bid Class Securities in the company.

Tick one box

The offers

- ☐ closed
- ☒ Are scheduled to close

Date offers closed or are scheduled to close on

Date

27/06/2025

[DD/MM/YY]

2. You are, as at the date of this notice, the holder of one or more of the following

Tick applicable box(es). (See subsection 661A(4) and 4A))

- ☒ securities in respect of which the takeover offer was made but have not accepted the offer, (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice— the bidder will acquire your securities under the offer,)
- ☐ securities to which the bid related issued after the end of the offer period and before the date of this notice
- ☐ securities that will or may be convened into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- ☐ securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

Description of securities

- ☐ The following securities in the bid class in which the bidder has a relevant interest

Description of securities

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

Tick one box

- ☒ 661 A(1)
- ☐ 661 A(3) of the Act to compulsorily acquire your securities and desires to acquire those securities.

4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

Date of lodgement

This notice was lodged with ASIC on
Date
20/06/2025
[DD/MM/YY]

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

4A. You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms.

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.

6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

☐ this notice was given.

☒ the end of the offer period.

7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Signature

Name of person signing
Peter Hansen

Capacity
On behalf of the Regulated Entity named in this document as a secretary of that entity

Signature
Peter Hansen

Date signed
20-Jun-2025 15:14

Privacy

The information provided to ASIC in this form may include personal information. Please refer to our privacy policy (www.asic.gov.au/privacy) for information about how we handle your personal information, your rights to seek access to and correct personal information and to complain about breaches of your privacy,

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Web	www.asic.gov.au
Need help?	www.asic.gov.au/question
Telephone	1300 300 630

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ELPH INVESTMENTS PTY LTD

ABN 72 127 213 807

Elph Investments Pty Ltd
141-143 Wilson Street, Burnie TAS 7320

20 June 2025

Dear Engenco Shareholder,

NOTICE OF COMPULSORY ACQUISITION

ELPH INVESTMENTS PTY LTD OFF-MARKET TAKEOVER BID FOR ENGENCO LIMITED

We refer to the off-market takeover bid by Elph Investments Pty Ltd (**Elph Investments**), a member of the Elphinstone Group, under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) to acquire all of the fully paid ordinary shares in Engenco Limited (ASX: EGN) (**Engenco**) the terms of which are set out in Elph Investments' bidder's statement dated 7 April 2025, as supplemented by its first supplementary bidder's statement dated 4 June 2025 (**Bidder's Statement**).

Unless otherwise defined, all capitalised terms have the same meaning given to those terms in the Bidder's Statement.

As you may be aware, based on acceptances received under the Offer, Elph Investments has acquired a relevant interest in more than 92.13% of the Engenco Shares and has acquired more than 75% of the Engenco Shares that it offered to acquire under the Offer.

Accordingly, Elph Investments now has the right to compulsorily acquire the Engenco Shares which Elph Investments does not receive acceptances for prior to the close of the Offer, under the compulsory acquisition provisions of the Corporations Act. The compulsory acquisition of the Engenco Shares will take place after the Offer closes but will otherwise be on the same terms as the Offer (that is, $0.31 cash per Engenco Share).

You are receiving this correspondence because you are currently a registered holder of Engenco Shares and our records show that you have not accepted the Offer. If you have already accepted the Offer, you do not need to take any action and can disregard this letter and the accompanying documents.

Engenco shareholders who have not accepted the Offer may still do so by the scheduled Offer closing time of 7:00pm (Sydney time) on Friday, 27 June 2025.

If you accept the Offer by this closing date you will receive payment for your Engenco Shares on or before 18 July 2025, instead of having to wait for the compulsory acquisition process to complete (subject to the Corporations Act, this will likely not be possible until five to six weeks after the date of this letter).

ELPHINSTONE
Elph Investments Pty Ltd

If you have not accepted the Offer, Elph Investments strongly urges you to accept the Offer without delay. Details of how to accept the Offer are set out in section 9.3 of the Bidder's Statement, or you can call the Elphinstone Offer Information Line on 1300 441 607 for assistance.

On completion of the compulsory acquisition process, the aggregate cash amount which Elph Investments is required to pay for the remaining Engenco Shares it compulsorily acquires will be paid to Engenco (to be held on trust). Shareholders who have their Engenco Shares compulsorily acquired will then be entitled to claim payment for those Engenco Shares directly from Engenco.

Engenco will give notice to Engenco Shareholders once it has received the payment from Elph Investments and advise how those shareholders may claim their respective payment.

Enclosed is a copy of ASIC Form 6021 *Notice of Compulsory Acquisition Following Takeover Bid* (**Compulsory Acquisition Notice**), which Elph Investments is required to give you under the Corporations Act to exercise its right to compulsorily acquire the remaining Engenco Shares. The Compulsory Acquisition Notice sets out further information about the compulsory acquisition process and your rights. Please read the Compulsory Acquisition Notice carefully.

Under ASX Listing Rule 17.4, ASX will suspend quotation of Engenco Shares five business days after the date of the Compulsory Acquisition Notice. Once suspended, ASX will remove Engenco from the official list of the ASX at the close of trading on a date to be determined.

If you have any questions in relation to the Offer or the compulsory acquisition process, please call the Elphinstone Offer Information Line on 1300 441 607 (within Australia) or +61 2 7250 6677 (outside Australia), or consult your financial, legal, taxation or other professional adviser.

The Elphinstone Offer Information Line is open from 8:30am to 7:00pm (Sydney time), Monday through Friday (excluding public holidays).

Yours sincerely

The Board of Directors
Elph Investments Pty Ltd

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