



15 December 2021

Dear Shareholder,

## Receipt of Non-Binding Proposal from Woolworths

As explained in API's announcements to ASX and in API's 2021 Annual Report, API entered into a Scheme Implementation Deed with Wesfarmers Limited on 8 November 2021 (**Wesfarmers SID**) for Wesfarmers to acquire 100% of the shares in API. Under the Wesfarmers SID, it is proposed that a wholly owned subsidiary of Wesfarmers will acquire 100% of the shares in API which Wesfarmers does not already own, for cash consideration of \$1.55 per API share (less the cash amount of any fully franked dividends of up to a maximum of 5 cents per API share, including API's final dividend of 2 cents per share which is to be paid on 15 December 2021) by way of scheme of arrangement (**Wesfarmers Scheme**).

On 8 November 2021, the API Board unanimously recommended that API shareholders vote in favour of the Wesfarmers Scheme and confirmed that each Director intends to vote all of the API shares held or controlled by them in favour of the Wesfarmers Scheme, in the absence of a Superior Proposal and subject to an Independent Expert concluding (and continuing to conclude) that the Scheme is in the best interests of API shareholders.

Since printing the 2021 API Annual Report, API announced on 2 December 2021 that it had received a non-binding indicative proposal from Woolworths Limited (**Woolworths**) to acquire 100% of the shares in API by way of a scheme of arrangement (**Woolworths Proposal**). The indicative price under the Woolworths Proposal is \$1.75 cash per share (less the cash amount of any fully franked dividends of up to a maximum of 5 cents per API share, including API's final dividend of 2 cents per share which is to be paid on 15 December 2021).

Woolworths has indicated it would be prepared to proceed with its proposal on terms substantially consistent with the Wesfarmers SID.

On 2 December 2021 the API Board announced that the Woolworths Proposal is or is reasonably likely to lead to a Superior Proposal and that it had therefore determined to allow Woolworths to undertake confirmatory due diligence to facilitate a binding offer.

API will continue to keep shareholders informed of any developments in accordance with its continuous disclosure obligations.

Yours sincerely,

**Kenneth W Gunderson-Briggs**  
Chair

