



12 July 2024

Locality Planning Energy Holdings Limited (ASX: LPE) – off-market takeover bid by River Capital Pty Ltd as trustee for River Capital Embedded Network Trust – lodgement of Third Supplementary Target’s Statement

On 16 May 2024, Locality Planning Energy Holdings Limited (ABN 90 147 867 301) (**LPE**) provided to the Australian Securities Exchange (**ASX**), as well as ASIC and LPE shareholders, a Target’s Statement in response to the off-market takeover bid by River Capital Pty Ltd (ACN 073 531 469) as trustee for River Capital Embedded Network Trust (**River Capital**) for all of the fully paid ordinary shares in LPE (**Target’s Statement**).

We attach, as required by section 647(3)(b) of the *Corporations Act 2001* (Cth), a copy of a third supplementary target’s statement (**Third Supplementary Target’s Statement**) of LPE which supplements and should be read with LPE’s Second Supplementary Target’s Statement dated 21 June 2024, LPE’s First Supplementary Target’s Statement dated 20 June 2024 and the Target’s Statement.

The Third Supplementary Target’s Statement provides an update in relation to (amongst other things) the Takeovers Panel proceedings that were brought by River Capital on 28 May 2024.

The Third Supplementary Target’s Statements reiterates the LPE Directors’ unanimous recommendation that LPE shareholders should **REJECT** River Capital’s offer. To **REJECT** the offer LPE shareholders should **TAKE NO ACTION** and ignore any documents received from River Capital.

The Third Supplementary Target’s Statement has been sent to River Capital and lodged with the Australian Securities and Investments Commission today.

Authorised by the Board.

For further information:

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About LPE

LPE is a growing electricity provider to strata communities challenging the way customers receive their electricity; leaders in innovation, supporting communities to think of tomorrow. With first to market technology, LPE has delivered renewable solutions for apartment living and carbon neutral centralised hot water systems, creating shareholder value through long term supply agreements that provide strong recurring revenue.



LPE predominantly service the Queensland energy market, selling electricity, hot water, solar and battery systems to strata communities. Supporting those living in strata communities to reduce their carbon footprint and energy bills with no upfront cost.

If you have any questions on this announcement or any past LPE announcements, check out our InvestorHub. Like, comment, ask a question and view video summaries on important announcements. You can find this through the following link or scanning the QR code:
investorhub.localityenergy.com.au





THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to its contents, you should contact your financial, tax or other professional adviser immediately

Third Supplementary Target's Statement

This Third Supplementary Target's Statement supplements, and is to be read together with, the Target's Statement dated 16 May 2024 (**Target's Statement**), the Supplementary Target's Statement dated 20 June 2024 (**First Supplementary Target's Statement**) and the Second Supplementary Target's Statement dated 21 June 2024 (**Second Supplementary Target's Statement**) issued by Locality Planning Energy Holdings Limited (ASX:LPE) (ABN 90 147 867 301) (**LPE**) in respect of the off-market takeover bid made by River Capital Pty Ltd (ACN 073 531 469) as trustee for River Capital Embedded Network Trust (**River Capital**)

REJECT THE OFFER

Your LPE Directors continue to advise you to **REJECT THE OFFER** and **DO NOTHING** in relation to any documents received from River Capital

Important notices

This document is given by LPE under Part 6.5 Division 4 of the Corporations Act. You should read each of the Third Supplementary Target's Statement, the Second Supplementary Target's Statement, the First Supplementary Target's Statement and the Target's Statement in their entirety before deciding whether or not to accept the Offer for your LPE Shares.

If you have recently sold all of your LPE Shares, please disregard this document.

Defined terms and interpretation

Unless the context otherwise requires, capitalised terms and certain abbreviations used but not defined in this Third Supplementary Target's Statement have the meanings given to them in Section 8.1 of the Target's Statement. The interpretation rules set out in Section 8.2 of the Target's Statement also apply to this Third Supplementary Target's Statement. This Third Supplementary Target's Statement prevails to the extent of any inconsistency with the Target's Statement, the First Supplementary Target's Statement and the Second Supplementary Target's Statement.

ASIC and ASX disclaimer

A copy of this Third Supplementary Target's Statement was lodged with ASIC and given to ASX on 12 July 2024. None of ASIC, ASX or any of their respective officers takes any responsibility for the content of this Third Supplementary Target's Statement.

Key dates

Date of Offer	16 April 2024
Date of Target's Statement	16 May 2024
Date of First Supplementary Target's Statement	20 June 2024
Date of Second Supplementary Target's Statement	21 June 2024
Date of Third Supplementary Target's Statement	12 July 2024
Scheduled close of Offer Period (unless withdrawn or extended)	7:00pm (Sydney time) on 26 July 2024

LPE provides the following updates to its shareholders:

1. Update on Takeovers Panel proceedings

As announced to ASX by the Takeovers Panel (**Panel**) on 29 May 2024, River Capital made an application to the Panel on 28 May 2024 seeking a declaration of unacceptable circumstances in relation to certain affairs of LPE (**Application**). The Application concerned the acquisition of LPE Shares by Directors in the period between the announcement of River Capital's takeover offer and the release by LPE of its Target's Statement. It also alleged association between the LPE Directors and also between Boutique Capital Pty Ltd as trustee for Tectonic Opportunities Fund (**Tectonic**) (a substantial LPE Shareholder) and the LPE Directors.

On 11 July 2024, the Panel announced to ASX that it declined to make a declaration of unacceptable circumstances in relation to the Application.

Importantly, the Panel was not satisfied that there was sufficient material to find association between any of the Directors and/or Tectonic. The Directors state categorically that there was no coordinated conduct between any of the Directors and that there had been no discussions at all with Tectonic that could give rise to an association.

The Panel did have concerns about the Directors' acquisition of LPE Shares between 23 April 2024 and 21 May 2024 for reasons yet to be published. As a result of this, the Panel requested that each of Mr Kolenc and Mr Tilley (both Directors of LPE) give an undertaking that they would accept the LPE Shares they acquired during that period (being 4.44% of the total issued LPE Shares) into the Offer if it would make a difference to control of LPE – ie if, when aggregated, this would have the effect of River Capital obtaining voting power of 50% or more in LPE (the **Undertakings**). On 10 July 2024, Mr Kolenc and Mr Tilley both provided the Undertaking. The Panel decided that the Undertakings sufficiently addressed its concerns, and therefore did not make a declaration of unacceptable circumstances.

River Capital has only increased its shareholding in LPE as a result of the Offer by less than 1% and LPE Shares have consistently traded above River Capital's revised Offer Price. Accordingly, the Directors believe that there would need to be a material increase in the Offer in order to increase River Capital's LPE shareholding to levels that would trigger the Undertakings.

2. LPE Directors' recommendation

YOUR DIRECTORS CONTINUE TO RECOMMEND YOU REJECT THE OFFER

On 5 July 2024 River Capital extended its offer period, which is now scheduled to close at 7.00pm (AEST) on Friday 26 July 2024 (unless further extended). The terms of the Offer otherwise remain unchanged.

As noted above, however, the Offer has gained little to no traction and the LPE Share price has continued to trade above River Capital's revised Offer Price of \$0.105. The Directors therefore continue to advise LPE Shareholders to **REJECT the Offer** and **TAKE NO ACTION** in relation to any correspondence received from River Capital.

Subject to the Undertakings, the LPE Directors again confirm that they have no intention to accept the Offer in respect of the LPE Shares which they hold or control. The Directors' holdings in aggregate represent approximately 23.88% of the issued LPE Shares.

3. LPE Share Buyback

LPE intends to provide updated profit guidance for FY24 on or around 23 July 2024 as part of its June quarterly report (**June Quarterly Report**).

If the LPE Share price remains higher than \$0.105 following the release of the June Quarterly Report, the Offer continues to gain little traction by that time or the Offer lapses, the Board will consider moving forward with the LPE Share Buyback announced earlier this year. The Directors will take all

things into consideration before moving ahead with that initiative, but have yesterday lodged updated forms with ASIC to enable on-market acquisitions by LPE of LPE Shares. This means that LPE will be permitted to commence the LPE Share Buyback 14 days after yesterday's date, following its reassessment of the Offer after the release of the June Quarterly Report. The Directors reiterate that no further steps will be taken in relation to the LPE Share Buyback if the Offer shows signs of material LPE Shareholder support.

4. Additional information

This Third Supplementary Target's Statement is dated 12 July 2024, which is the date on which it was lodged with ASIC and provided to ASX.

This Third Supplementary Target's Statement has been approved by a resolution passed by the LPE Directors on 11 July 2024.

A handwritten signature in black ink, consisting of a stylized 'D' followed by a horizontal line and a loop.

David Jarjoura
Executive Chair
Locality Planning Energy Holdings Limited