

## SHARE RECLASSIFICATION UNDERTAKING

.....of ..... (“**Member**”):  
(member name) (member address)

1. elects under the Constitution Appendix clause 2.3 to reclassify .....  
(number)  
 \*Grower/Retailer/Unclassified/Wholesaler shares in Adelaide Produce Market Limited ACN 008 129 566 (“**APML**”) to \*Grower/Retailer/Wholesaler class (“**Reclassified Shares**”);  
 (\*please strike out the inapplicable classes in both places above)
2. acknowledges that an election under the Constitution Appendix clause 2.3 to reclassify will only be effective if:
  - 2.1 the APML Board has been provided with such information as the Board reasonably requires to verify that such election will not bring about a breach of Constitution Appendix clause 5.1 (which information shall include statutory declarations in the form as required by the Board);
  - 2.2 the Board is satisfied that any such election will not bring about a breach of Constitution Appendix clause 5.1; and
  - 2.3 such election is made in strict compliance with any restrictions that the Board may require including but not limited to the number of unclassified shares that the Member elects to change;
3. acknowledges that if at any time the Board reasonably suspects that the Member together with the Member’s associates are or will become entitled to a relevant interest in 15% or more of the ordinary APML shares;
  - 3.1 the Board has the authority to take such action as the Board may reasonably consider necessary (including to sell and transfer such of the Member’s Grower, Retailer and Wholesaler shares) so as to rectify any actual or suspected breach of Constitution Appendix clause 5.1 that the Board reasonably considers may have occurred; and
  - 3.2 the Board has the authority to take such action as the Board may reasonably consider necessary (including to sell and transfer such of the Member’s Grower, Retailer and Wholesaler shares and to refuse the registration of a transfer of shares) so as to prevent any suspected or potential breach of Constitution Appendix clause 5.1 that the Board reasonably considers might occur;
4. attaches a statutory declaration from \*the Member/each of its officers and shareholders *together with* a statutory declaration from each of the Member’s associates in the form set out in Annexure 1 below declaring that the reclassification of the Reclassified Shares will not result in it, together with its associates (as defined in Part 6.1 of the *Corporations Act* 2001 (Cth)), having a relevant interest (as defined in Part 6.1 of the *Corporations Act* 2001 (Cth)) in 15% or more of the APML shares then on issue.

**EXECUTED** by ..... **\*OR SIGNED** by .....  
(company name) (signature)

in accordance with the Corporations Act 2001:

.....  
(print full name)

\*Director/\*Sole Director and Sole Secretary (signature)

in the presence of .....  
(signature of witness)

.....  
(print full name)

\*Director/\*Secretary (signature)

.....  
(print full name)

.....  
(print full name)

(\*please delete the inapplicable title)  
 (Note: please affix common seal if required by the Company’s Constitution)

### PLEASE NOTE:

**Statutory declarations sworn by the people below must be provided together with this undertaking:**

- each Member whose name is registered as the holder of the Reclassified Shares
- if the Member is a company, each director and each shareholder of that company
  - any associates of the people above (refer to the 15% EM)

**Annexure 1**

**ADELAIDE PRODUCE MARKET LIMITED ACN 008 129 566 ("APML")  
FORM OF STATUTORY DECLARATION  
(for reclassification of shares)**

I, ..... of .....  
(full name) (address)

\*am a \*director /and shareholder of .....("Member").  
(company name)

**OR**

\*am a registered holder of APML unclassified shares ("Member").

**OR**

\*am an associate of ..... ("Member").  
(Member's name)

and do solemnly and sincerely declare that:

1. \*The Member is the holder of ..... \*Grower/Retailer/Unclassified/Wholesaler  
(number)  
ordinary shares in the issued capital of APML.
2. The Member elects to reclassify ..... \*Grower/Retailer/Unclassified/Wholesaler  
(number)  
shares ("**Reclassified Shares**") and upon reclassification the Member will hold  
..... APML ordinary shares.  
(number)
3. I have read and I understand the APML document entitled "15% Shareholding Limit Explanatory Memorandum" ("**15% EM**").
4. I have sought independent legal advice regarding the 15% EM, or acknowledge that I have had the opportunity but have declined to seek such independent legal advice.
5. I acknowledge that the APML Board is entitled to apply the interpretations set out in the 15% EM in respect of any APML shareholdings and proposed APML shareholding reclassifications.
6. I adopt the 15% EM as a correct interpretation and application of the APML Constitution 15% shareholding limit provisions ("**Interpretation**").
7. In accordance with the Interpretation, the reclassification of the Reclassified Shares will not result in the Member, together with the Member's associates, gaining or having a relevant interest in 15% or more of the APML shares then on issue.

I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths Act 1936.

**DECLARED** at ..... by ..... )  
..... )  
on the ..... day of ..... )  
(day) (month) (year)

Before me:

.....

(\*delete whichever is inapplicable)