

GROWER/RETAILER/WHOLESALE SHARE TRANSFER UNDERTAKING

.....Of (“**Transferee**”):
(name) (address)

1. notifies Adelaide Produce Market Limited ACN 008 129 566 (“**APML**”) that the Transferee intends to (“**Transaction**”);
(full details of transaction and/or share transfer that will bring about a Grower/Retailer/Wholesaler share transfer)
2. confirms that the Transferee is an Eligible Person (*Grower/Retailer/Wholesaler) as defined in the APML Constitution (“**Constitution**”);
3. requests the registration of the transfer of APML shares (“**Acquisition Shares**”) in the *Grower/Retailer/Wholesaler class (the form of transfer in respect of the Acquisition Shares is attached to this undertaking);
(insert number)
4. hereby acknowledges that if at any time the Board reasonably suspects that the Transferee together with the Transferee’s associates are or will become entitled to a relevant interest in 15% or more of the ordinary APML shares;
 - 4.1 the Board has the authority to take such action as the Board may reasonably consider necessary (including to sell and transfer such of the Transferee’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
 - 4.2 the Board has the authority to take such action as the Board may reasonably consider necessary (including to sell and transfer such of the Transferee’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; and
5. attaches a statutory declaration from by Transferee in the form set out in Annexure 1 declaring that the transfer of the Acquisition Shares will not result in the Transferee, together with the Transferee’s 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)

.....
(print full name)

in the presence of
(signature of witness)

*Director/*Secretary (signature)

.....
(print full name)

.....
(print full name)

(*please strike out the inapplicable) (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:

- the Eligible Person who is the Transferee of the Acquisition Shares
- if the Transferee is a company, a director of that company authorised to make the declaration

Annexure 1

**ADELAIDE PRODUCE MARKET LIMITED ACN 008 129 566 ("APML")
FORM OF STATUTORY DECLARATION
(for transfer of Unclassified, Grower, Retailer or Wholesaler shares)**

I, of
(full name) (address)

*am the proposed transferee of shares in the issued capital of APML ("**Transferee**").

OR

*a director of the proposed transferee of shares in the issued capital of APML and authorised to make this declaration on its behalf ("**Transferee**").

(Transferee's name)

and do solemnly and sincerely declare that:

1. *The Transferee is an Eligible Person under the APML Constitution and will acquire APML *Grower/Retailer/Wholesaler class shares from ("Acquisition Shares").
(number)
(transferring member's name)
2. The Transferee has requested the registration by the APML Board of the transfer of the Acquisition Shares.
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/ *acknowledge that I have had the opportunity but have declined to seek such independent legal advice regarding the 15% EM shareholding.
5. I acknowledge that the APML Board is entitled to consider the application of the 15% limit provisions to any APML shareholdings and proposed APML shareholding transfers in the manner set out in the 15% EM.
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 registration of the transfer of the Acquisition Shares will not result in the Transferee, together with the Transferee's associates, gaining or having a relevant interest in 15% or more of the APML shares then on issue.
8. I confirm that the Acquisition Shares transaction is not funded in any way by any person who, if classified as a Transferee's Associate, would combine with the Transferee and the Transferee's other associates to gain or have 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)

