

Appendix 1A

ASX Listing application and agreement

This form is for use by an entity seeking admission to the ⁺official list as an ASX Listing (for classification as an ASX Debt Listing use Appendix 1B, and for classification as an ASX Foreign Exempt Listing use Appendix 1C). The form is in 3 parts:

1. Application for admission to the ⁺official list;
2. Information to be completed; and
3. Agreement to be completed.

Information and documents (including this appendix) given to ASX in support of an application become ASX's property and may be made public. This may be prior to admission of the entity and ⁺quotation of its ⁺securities. Publication does not mean that the entity will be admitted or that its ⁺securities will be quoted.

Introduced 1/7/96. Origin: Appendix 1. Amended 1/7/97, 1/7/98, 1/9/99, 13/3/2000, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005, 20/07/2007.

Part 1 - Application for admission to the official list

Name of entity

ABN

Bega Cheese Limited (Company)

81 008 358 503

We (the entity) apply for admission to the ⁺official list of ASX Limited (ASX) and for ⁺quotation of ⁺securities.

Part 2 - Information to be completed

About the entity

You must complete the relevant sections (attach sheets if there is not enough space).

All entities

1 Deleted 30/9/2001

2 ⁺Main class of ⁺securities

Number	⁺ Class
127,026,928 (assuming maximum subscription is achieved)	Ordinary
Number to be quoted	⁺ Class
Nil	

3 Additional ⁺classes of ⁺securities (except ⁺CDIs)

⁺See chapter 19 for defined terms.

Number not to be quoted	*Class
Nil	

- 4 Telephone number, postal address for all correspondence, general fax number, fax number for +company announcements office to confirm release of information to the market, and e-mail address for contact purposes.

Address: 23-45 Ridge Street, Bega NSW 2550

Telephone (general): (02) 6491 7777

Facsimile (general and announcements/market releases):
(02) 6491 7700

Email: brett.kelly@begacheese.com.au

Contact person: Brett Kelly

- 5 Address of principal +security registries for each +class of +security (including +CDIs)

Link Market Services Limited
ABN 54 083 214 537
Locked Bag A14
Sydney NSW 1235

- 6 Annual balance date

30 June

Companies only

(Other entities go to 19)

- 7 Name and title of chief executive officer/managing director

Mr Aidan Coleman
Chief Executive Officer

- 8 Name and title of chairperson of directors

Mr Barry Andrew Irvin
Executive Chairman

- 9 Names of all directors

Mr Barry Andrew Irvin
Mr Maxwell John Roberts
Mr Richard Charles Parbery
Mr Thomas Michael D'Arcy
Mr Richard Ellwyn Platts
Mr Peter Maxwell Margin

⁺ See chapter 19 for defined terms.

10	Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	Directors, other than the Managing Director (or a Managing Director nominated by the Board if more than one Managing Director) or an alternate director, will retire by rotation in accordance with clause 9.1(e) of the Constitution of the Company (Attachment 1), unless they are removed earlier in accordance with clause 9.1(f) of the Constitution or their office becomes vacant under clause 9.2 of the Constitution. Directors do not have an entitlement to participate in the profits of the Company, except in their capacity as shareholders.
11	Name and title of company secretary	Mr Colin Griffin Chief Financial Officer / Bega Franchise Manager / Company Secretary Mr Brett Kelly Chief Accountant / Company Secretary
12	Place of incorporation	New South Wales, Australia
13	Date of incorporation	23 April 2008
14	Legislation under which incorporated	Corporations Act 2001 (Cth)
15	Address of registered office in Australia	23-45 Ridge Street Bega NSW 2550
16	Month in which annual meeting is usually held	The annual general meeting of the Company is usually held in November of each year.
17	Months in which dividends are usually paid (or are intended to be paid)	The last dividend of 1.25 cents per share was paid by the Company on 15 June 2011 in respect of the financial year ending on 30 June 2011. Otherwise, dividends were usually paid in November. It is intended that any future dividends will be paid in October each year. However, the Company makes no guarantee as to future dividends (see section 1.6.2 of the Prospectus (Attachment 2)).
18	If the entity is a foreign company which has a certificated subregister for quoted +securities, the location of Australian +security registers	Not applicable

+See chapter 19 for defined terms.

18A	If the entity is a foreign company, the name and address of the entity's Australian agent for service of process	Not applicable
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(Companies now go to 31)

All entities except companies

19	Name and title of chief executive officer/managing director of the responsible entity	Not applicable
20	Name and title of chairperson of directors of responsible entity	Not applicable
21	Names of all directors of the responsible entity	Not applicable
22	Duration of appointment of directors of responsible entity (if not subject to retirement by rotation) and details of any entitlement to participate in profits	Not applicable
23	Name and title of company secretary of responsible entity	Not applicable

⁺ See chapter 19 for defined terms.

23A	Trusts only - the names of the members of the compliance committee (if any)	Not applicable
24	Place of registration of the entity	Not applicable
25	Date of registration of the entity	Not applicable
26	Legislation under which the entity is registered	Not applicable
27	Address of administration office in Australia of the entity	Not applicable
28	If an annual meeting is held, month in which it is usually held	Not applicable
29	Months in which distributions are usually paid (or are intended to be paid)	Not applicable
30	If the entity is a foreign entity which has a certificated subregister for quoted ⁺ securities, the location of Australian ⁺ security registers	Not applicable
30A	If the entity is a foreign trust, the name and address of the entity's Australian agent for service of process	Not applicable

⁺ See chapter 19 for defined terms.

About the entity

All entities

Tick to indicate you are providing the information or documents

Where is the information or document to be found? (eg, prospectus cross reference)

- | | | | |
|----|-------------------------------------|--|--|
| 31 | ☒ | Evidence of compliance with 20 cent minimum issue price or sale price, and spread requirements | <p>Refer to page 6 ('Key Information') of the Prospectus (Attachment 2) for the Offer Price.</p> <p>Evidence of compliance with the spread requirements will be provided by Link Market Services as soon as it becomes available after the allotment of the Shares under the Prospectus.</p> |
| 32 | ☒ | Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies) | <p>See Attachment 2: Prospectus. Additional copies will be provided to ASX as soon as they are printed.</p> |
| 33 | ☒ | Cheque for fees | <p>Enclosed with this Appendix 1A.</p> |
| 34 | ☒ | Type of subregisters the entity will operate
Example: CHESS and certificated subregisters | <p>CHESS and issuer sponsored subregisters.</p> |
| 35 | ☒ | Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement) | <p>Attachment 1: Constitution
 Attachment 3: CCFA Joint Venture Agreement
 Attachment 4: WCB Placement Agreement
 Attachment 5: WCB Confidentiality Agreement
 Attachment 6: TMI Merger Principles Agreement
 Attachment 7: Fonterra Trade Mark Licence (NSW & ACT)
 Attachment 8: Fonterra Trade Mark Sub-licence (NSW & ACT)
 Attachment 9: Fonterra Trade Mark Licence (Other States)
 Attachment 10: Fonterra Product Supply Agreement as amended 13 December 2001
 Attachment 11: Fonterra Product Supply Agreement – Second Deed of Variation
 Attachment 12: Kraft Product Supply Agreement
 Attachment 13: Mead Johnson MSD2</p> |

⁺ See chapter 19 for defined terms.

Project Agreement
Attachment 14: Ingredia Manufacturing and Supply Agreement
Attachment 16: Ingredia Marketing and Sales Agreement
Attachment 17: Ingredia Trademark Licence
Attachment 17: Ingredia Equipment Lease
Attachment 18: Offer Management Agreement
Attachment 19: Rabobank Variation Letter Agreement
Attachment 20: Westpac Multi-Option Facility Agreement
Attachment 21: Westpac Tatura Milk Standard Terms Agreement
Attachment 22: CEO Executive Agreement
Attachment 23: Draft Deed of Access and Indemnity (approved by the Board for offer to Directors)

Any other contracts referred to in the Prospectus can be provided on request.

- 36 ☐ A certified copy of any restriction agreement entered into in relation to ⁺restricted securities Not applicable
- 37 ☐ If there are ⁺restricted securities, undertaking issued by any bank or ⁺recognised trustee Not applicable
- 38 ☒ (Companies only) - certificate of incorporation or other evidence of status (including any change of name) **Attachment 24:** Certificate of Incorporation of "The Bega Co-operative Society Ltd"
Attachment 25: Certificate of Registration of a Body Corporate as a Company
- 39 ☐ (All entities except companies) - certificate of registration or other evidence of status (including change of name) Not applicable
- 40 ☒ Copy of the entity's constitution (eg, if a company, the memorandum and articles of association) **Attachment 1:** Constitution
- Where is the information or document to be found? (eg, prospectus cross reference)
- 41 ☒ Completed checklist that the constitution complies with the listing rules (copy of articles) **Attachment 26:** ASX Checklist for compliance of the Constitution with the

⁺ See chapter 19 for defined terms.

checklist is available from any Companies Department)

Listing Rules

- 42 ☒ A brief history of the entity or, if applicable, the group

Refer to page 22 ('Major Milestones') and section 1.1 of the Prospectus (**Attachment 2**)

- 42A ☒ Copy of agreement with ASX that documents may be given to ASX and authenticated electronically.

See **Attachment 27**: Application and Agreement for use of electronic lodgement facility and entity details facility

About the securities to be quoted

All entities

- 43 ☒ Confirmation that the +securities to be quoted are eligible to be quoted under the listing rules

The Company confirms that the shares to be quoted are ordinary shares and are eligible to be quoted in accordance with Chapter 6 of the ASX Listing Rules, subject to ASX granting the approvals referred to in section 9.10 of the Prospectus (**Attachment 2**).

See also section 9.4 of the Prospectus (**Attachment 2**) for a summary of the rights attaching to shares in the Company.

- 44 ☒ Voting rights of +securities to be quoted

Refer to clause 8.8 of the Constitution (**Attachment 1**) and section 9.4 of the Prospectus (**Attachment 2**)

- 45 ☐ A specimen certificate/holding statement for each +class of +securities to be quoted and a specimen holding statement for +CDIs

To be provided by Link Market Services as soon as it becomes available.

- 46 ☒ Terms of the +securities to be quoted

Refer to sections 2.1 and 9.4 of the Prospectus (**Attachment 2**)

- 47 ☐ A statement setting out the names of the 20 largest holders in each +class of +securities to be quoted, and the number and percentage of each +class of +securities held by those holders

To be provided by Link Market Services as soon as it becomes available

- 48 ☐ A distribution schedule of each +class of +equity securities to be quoted, setting out the number of holders in the categories -
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

To be provided by Link Market Services as soon as it becomes available

⁺ See chapter 19 for defined terms.

- 49 ☐ The number of holders of a parcel of ⁺securities with a value of more than \$2,000, based on the issue/sale price To be provided by Link Market Services as soon as it becomes available
- 50 ☐ Terms of any ⁺debt securities and ⁺convertible debt securities Not applicable
- Where is the information or document to be found? (eg, prospectus cross reference)
- 51 ☐ Trust deed for any ⁺debt securities and ⁺convertible debt securities Not applicable
- 52 ☐ Deleted 24/10/2005.

⁺ See chapter 19 for defined terms.

All entities with classified assets

(Other entities go to 62)

All ⁺mining exploration entities and, if ASX asks, any other entity that has acquired, or entered into an agreement to acquire a ⁺classified asset, must give ASX the following information.

- | | | |
|--|---|----------------|
| 53 | ☐ The name of the vendor and details of any relationship of the vendor with us | Not applicable |
| 54 | ☐ If the vendor was not the beneficial owner of the ⁺ classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s) and details of the relationship of the beneficial owner(s) to us | Not applicable |
| 55 | ☐ The date that the vendor acquired the ⁺ classified asset | Not applicable |
| 56 | ☐ The method by which the vendor ⁺ acquired the ⁺ classified asset, including whether by agreement, exercise of option or otherwise | Not applicable |
| 57 | ☐ The consideration passing directly or indirectly from the vendor (when the vendor ⁺ acquired the asset), and whether the consideration has been provided in full | Not applicable |
| 58 | ☐ Full details of the ⁺ classified asset, including any title particulars | Not applicable |
| Where is the information or document to be found? (eg, prospectus cross reference) | | |
| 59 | ☐ The work done by or on behalf of the vendor in developing the ⁺ classified asset. In the case of a ⁺ mining tenement, this includes prospecting in relation to the tenement. If money has been spent by the vendor, state the amount (verification of which may be required by ASX). | Not applicable |
| 60 | ☐ The date that the entity ⁺ acquired the ⁺ classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full | Not applicable |
| 61 | ☐ A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached). | Not applicable |

⁺ See chapter 19 for defined terms.

About the entity's capital structure

All entities

62 Deleted 1/9/99.

63 ☐ A copy of the register of members, if ASX asks

Available on request

64 ☐ A copy of any court orders in relation to a reorganisation of the entity's capital in the last five years

Not applicable

65 ☒ The terms of any +employee incentive scheme

See:

- **Attachment 22:** CEO Executive Agreement – schedule 2, item 3
- **Attachment 28:** Tax Exempt Employee Share Plan Rules
- **Attachment 29:** Incremental Plan Rules

66 ☒ The terms of any +dividend or distribution plan

Refer to **Attachment 29:** Dividend Reinvestment Plan

67 ☐ The terms of any +securities that will not be quoted

Not applicable

68 Deleted 1/7/98.

Where is the information or document to be found? (eg, prospectus cross reference)

69 ☒ The entity's issued capital (interests), showing separately each +class of +security (except +CDIs), the amount paid up on each +class, the issue price, the dividend (in the case of a trust, distribution) and voting rights attaching to each +class and the conversion terms (if applicable)

The Company confirms that all issued shares in the Company are ordinary shares of the one class and ranking equally in all respects.

Refer to page 6 ('Key Offer Statistics') and section 2.1 of the Prospectus for the total number of Shares on issue after completion of the Offer and the Offer Price.

Refer to section 9.4 of the Prospectus for the dividend and voting rights attaching to the Shares.

The total amount paid up on all of the Shares on issue before the commencement of the Offer is \$27,169,232.

⁺ See chapter 19 for defined terms.

- 70 ☐ The number of the entity's debentures, except to bankers, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each ⁺class and conversion terms (if applicable)
- Note: This applies whether the securities are quoted or not.
- Not applicable
- 71 ☐ The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each ⁺class and conversion terms (if applicable)
- Note: This applies whether the securities are quoted or not.
- Not applicable
- 72 ☐ The number of the entity's options to ⁺acquire unissued ⁺securities, showing the number outstanding
- Note: This applies whether the securities are quoted or not.
- Not applicable
- 73 ☒ Details of any rights granted to any ⁺person, or to any class of ⁺persons, to participate in an issue of the entity's ⁺securities
- Note: This applies whether the securities are quoted or not.
- See:
- CEO Executive Agreement – schedule 2, item 3 (**Attachment 22**)
 - sections 2.6 and 9.12 of the Prospectus regarding the Employee Loyalty Offer (**Attachment 2**)
 - section 9.3 of the Prospectus regarding the proposed merger with Tatura Milk Industries Ltd (**Attachment 2**)
- 74 ☒ If the entity has any ⁺child entities, a list of all ⁺child entities stating in each case the name, the nature of its business and the entity's percentage holding in it. Similar details should be provided for every entity in which the entity holds (directly or indirectly) 20% or more of the issued capital (interests).
- Tatura Milk Industries Ltd**
ACN 006 603 970
Ownership: 70% owned by the Company
Business: Manufacture and supply of dairy products, primarily to international customers.
- Capitol Chilled Foods (Australia) Pty Ltd**
ACN 074 590 757
Ownership: 25% owned by the Company
Business: Milk processing and distribution of milk, other dairy products, fruit juice and chilled foods in NSW and ACT.

⁺ See chapter 19 for defined terms.

About the entity's financial position

(Entities meeting the profit test go to 75. For the assets test go to 81A.)

All entities meeting the profit test

Where is the information or document to be found? (eg, prospectus cross reference)

75	☒	Evidence that the entity has been in the same main business activity for the last 3 full financial years	Refer to section 1.1 and page 22 ('Major Milestones') of the Prospectus (Attachment 2). See also Attachments 31 – 36: Audited accounts of the Company and audit reports for the financial years ending 30 June 2008, 30 June 2009 and 30 June 2010.
76	☒	Evidence that the entity is a going concern (or successor) and its aggregated profit for the last 3 full financial years	Refer to section 7.3 of the Prospectus (Attachment 2). See also Attachments 31 – 36: Audited accounts of the Company and audit reports for the financial years ending 30 June 2008, 30 June 2009 and 30 June 2010.
76A	☒	Evidence that the entity's ⁺ profit from continuing operations in the past 12 months exceeded \$400,000	Refer to section 7.3 of the Prospectus (Attachment 2). See also Attachments 31 – 36: Audited accounts of the Company and audit reports for the financial years ending 30 June 2008, 30 June 2009 and 30 June 2010.
77	☒	Audited ⁺ accounts for the last 3 full financial years and audit reports	Attachments 31 – 36: Audited accounts of the Company and audit reports for the financial years ending 30 June 2008, 30 June 2009 and 30 June 2010.
78 - 79		Deleted 1/7/97.	
80	☒	Half yearly ⁺ accounts (if required) and audit report or review	Attachment 37: Half year accounts for the Company for the six months ending on 26 December 2010. Refer also to section 8 of the Prospectus (Attachment 2) for a review of those accounts.
80A	☒	Pro forma balance sheet and review	Refer to section 7.7 of the Prospectus (Attachment 2) for a pro-forma balance sheet.

⁺ See chapter 19 for defined terms.

Refer also to section 8 of the Prospectus (**Attachment 2**) for a review of those accounts.

- 80B ☒ Statement from all directors or all directors of the responsible entity confirming that the entity is continuing to earn +profit from continuing operations

Refer to **Attachment 38**: Statement from all directors pursuant to ASX Listing Rule 1.2.5A.

All entities meeting the assets test

(only complete one of 81A, 81B or 81C and one of 82 or 83)

Introduced 1/7/96. Amended 1/7/99.

Deleted 1/7/97

81

- 81A ☐ For entities other than +investment entities, evidence of net tangible assets of at least \$2 million or market capitalisation of at least \$10 million

Not applicable

- 81B ☐ For +investment entities other than +pooled development funds, evidence of net tangible assets of at least \$15 million

Not applicable

- 81C ☐ Evidence that the entity is a +pooled development fund with net tangible assets of at least \$2 million

Not applicable

Where is the information or document to be found? (eg, prospectus cross reference)

- 82 ☐ Evidence that at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash (if there are no-commitments)

Not applicable

- 83 ☐ Evidence that there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)

Not applicable

- 84 ☐ Statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required)

Not applicable

85 Deleted 1/9/99.

86 Deleted 1/7/97.

- 87 ☐ +Accounts for the last 3 full financial years and audit report, review or statement that not audited or not reviewed

Not applicable

+ See chapter 19 for defined terms.

87A	☐	Half yearly *accounts (if required) and audit report, review or statement that not audited or not reviewed	Not applicable
87B	☐	Audited balance sheet (if required) and audit report	Not applicable
87C	☐	Pro forma balance sheet and review	Not applicable

(Now go to 106)

88 Deleted 1/7/97.
89-92C Deleted 1/9/99.
93 Deleted 1/7/97.
94-98C Deleted 1/9/99.
99 Deleted 1/7/97.
100-105C Deleted 1/9/99.

About the entity's business plan and level of operations

All entities

Information contained in the information memorandum

106 ☒ Details of the entity's existing and proposed activities, and level of operations. State the main business

Where is the information or document to be found? (eg, prospectus cross reference)

The main business of the Company is the manufacturing, packing and supply of dairy products to domestic and international customers.

Refer to sections 1.1 and 4.1 of the Prospectus (**Attachment 2**) for further details.

⁺ See chapter 19 for defined terms.

107



Details of any issues of the entity's ⁺securities (in all ⁺classes) in the last 5 years. Indicate issues for consideration other than cash

Since it became a company on 23 April 2008, the Company has issued:

- 24,000 A class shares in the financial year ending 30 June 2008;
- 14,000 A class shares in the financial year ending 30 June 2009;
- 2,353,427 A class shares in the financial year ending 30 June 2010, including 2,349,427 A class shares on 22 January 2010 issued pursuant to an Offer Information Statement issued to Farmer Shareholders in December 2009 (see **Attachment 40**); and
- 6,000 A class shares in the in the financial year ending 30 June 2011.

No shares were issued for consideration other than cash.

The Company has not issued any B class shares during that time.

The Company's shares were subdivided on 21 April 2011 pursuant to a resolution by members that each A class and B class share in the Company be subdivided at a ratio of 1:4. This resulted in the increase in the Company's capital structure from 20,747,733 to 82,990,932 A class shares and from 6,421,499 to 25,685,996 B class shares.

On 21 April 2011, members of the Company also resolved to convert all A-class and B-class shares into a single class of ordinary shares. The conversion takes effect on the date of the Prospectus.

⁺ See chapter 19 for defined terms.

Information memorandum requirements

All entities

108	☐	If the entity is a company, a statement that all the information that would be required under section 710 of the Corporations Act if the information memorandum were a prospectus offering for subscription the same number of ⁺ securities for which ⁺ quotation will be sought is contained in the information memorandum. If the entity is a trust, a statement that all the information that would be required under section 1013C of the Corporations Act if the information memorandum were a Product Disclosure Statement offering for subscription the same number of ⁺ securities for which ⁺ quotation will be sought is contained in the information memorandum	Not applicable
109	☐	The signature of every director, and proposed director, of the entity personally or by a ⁺ person authorised in writing by the director (in the case of a trust, director of the responsible entity)	Not applicable
110	☐	The date the information memorandum is signed	Not applicable
111(a)	☒	Full particulars of the nature and extent of any interest now, or in the past 2 years, of every director or proposed director of the entity (in the case of a trust, the responsible entity), in the promotion of the entity, or in the property acquired or proposed to be acquired by it	Not applicable
111(b)	☒	If the interest was, or is, as a member or partner in another entity, the nature and extent of the interest of that other entity	Not applicable

⁺ See chapter 19 for defined terms.

111(c)	☒	If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, +securities or otherwise by any +person to induce him or her to become or to qualify him or her as, a director, or for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity	Not applicable
112(a)	☒	Full particulars of the nature and extent of any interest of every expert in the promotion of the entity, or in the property acquired or proposed to be acquired by it	Not applicable
112(b)	☒	If the interest was or is as a member or partner in another entity, the nature and extent of the interest of that other entity	Not applicable
112(c)	☒	If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, +securities or otherwise by any +person for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity	Not applicable
113	☐	A statement that ASX does not take any responsibility for the contents of the information memorandum	Not applicable
114	☐	A statement that the fact that ASX may admit the entity to its +official list is not to be taken in any way as an indication of the merits of the entity	Not applicable
115	☐	If the information memorandum includes a statement claiming to be made by an expert or based on a statement made by an expert, a statement that the expert has given, and has not withdrawn, consent to the issue of the information memorandum with the particular statement included in its form and context	Not applicable

⁺ See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

- | | | | |
|-----|--------------------------|---|----------------|
| 116 | ☐ | A statement that the entity has not raised any capital for the 3 months before the date of issue of the information memorandum and will not need to raise any capital for 3 months after the date of issue of the information memorandum | Not applicable |
| 117 | ☐ | <p>A statement that a supplementary information memorandum will be issued if the entity becomes +aware of any of the following between the issue of the information memorandum and the date the entity's +securities are +quoted or reinstated.</p> <ul style="list-style-type: none"> • A material statement in the information memorandum is misleading or deceptive. • There is a material omission from the information memorandum. • There has been a significant change affecting a matter included in the information memorandum. • A significant new circumstance has arisen and it would have been required to be included in the information memorandum | Not applicable |

Information contained in the supplementary information memorandum

- | | | | |
|-----|--------------------------|--|----------------|
| 118 | ☐ | <p>If there is a supplementary information memorandum:</p> <ul style="list-style-type: none"> • Correction of any deficiency. • Details of any material omission, change or new matter. • A prominent statement that it is a supplementary information memorandum. • The signature of every director, or proposed director, of the entity personally or by a +person authorised in writing by the director (in the case of a trust, director of the responsible entity). • The date the supplementary information memorandum is signed. | Not applicable |
|-----|--------------------------|--|----------------|

Evidence if supplementary information memorandum is issued

- | | | | |
|-----|--------------------------|--|----------------|
| 119 | ☐ | Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum. | Not applicable |
|-----|--------------------------|--|----------------|

⁺ See chapter 19 for defined terms.

Other information

All entities

Where is the information or document to be found? (eg, prospectus cross reference)

- | | | | |
|------|-------------------------------------|--|---|
| 120 | ☐ | Evidence that the supplementary information memorandum was sent to every ⁺ person who was sent an information memorandum | Not applicable |
| 121 | ☒ | Details of any material contracts entered into between the entity and any of its directors (if a trust, the directors of the responsible entity) | Refer to Attachment 22 : CEO Executive Agreement |
| 122 | ☒ | A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years | Attachment 2 : Prospectus
Attachment 39 : Disclosure Statement – Restructure of Cooperative into Company (December 2007)
Attachment 40 : Offer Information Statement – Offer of A Class Shares to Farmer Shareholders (December 2009)
Attachment 41 : Explanatory Memorandum – Share Split, Share Conversions and Listing (April 2011) |
| 123 | ☐ | Information not covered elsewhere and which, in terms of rule 3.1, is likely materially to affect the price or value of the entity's ⁺ securities | Not applicable |
| 123A | ☒ | The documents which would have been required to be given to ASX under rules 4.1, 4.2, 4.3, 4.5, 5.1, 5.2 and 5.3 had the entity been admitted to the ⁺ official list at the date of its application for admission, unless ASX agrees otherwise.

<small>Example: ASX may agree otherwise if the entity was recently incorporated.</small> | Attachments 31 – 36 : Audited accounts of the Company and audit reports for the financial years ending 30 June 2008, 30 June 2009 and 30 June 2010
Attachment 37 : Half year report for the Company for the six months ending on 26 December 2010

Any other information will be provided on the request of ASX if available. |

Mining exploration entities

- | | | | |
|-----|--------------------------|--|----------------|
| 124 | ☐ | A map or maps of the mining tenements prepared by a qualified ⁺ person. The maps must indicate the geology and other pertinent features of the tenements, including their extent and location in relation to a capital city or major town, and relative to any nearby properties which have a significant bearing on the potential of the tenements. The maps must be dated and identify the qualified ⁺ person and the report to which they relate. | Not applicable |
|-----|--------------------------|--|----------------|

⁺ See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

- | | | | |
|-----|--------------------------|--|----------------|
| 126 | ☐ | A schedule of ⁺ mining tenements prepared by a qualified person. The schedule must state in relation to each ⁺ mining tenement:
the geographical area where the ⁺ mining tenement is situated;
the nature of the title to the ⁺ mining tenement;
whether the title has been formally confirmed or approved and, if not, whether an application for confirmation or approval is pending and whether the application is subject to challenge; and
the ⁺ person in whose name the title to the ⁺ mining tenement is currently held. | Not applicable |
| 127 | ☐ | If the entity has ⁺ acquired an interest or entered into an agreement to ⁺ acquire an interest in a ⁺ mining tenement from any ⁺ person, a statement detailing the date of the ⁺ acquisition of the interest from the vendor and the purchase price paid and all other consideration (whether legally enforceable or not) passing (directly or indirectly) to the vendor. | Not applicable |
| 128 | ☐ | A financial statement by the directors (if a trust, the directors of the responsible entity) setting out a program of expenditure together with a timetable for completion of an exploration program in respect of each ⁺ mining tenement or, where appropriate, each group of tenements | Not applicable |
| 129 | ☐ | A declaration of conformity or otherwise with the Australasian Code for Reporting of Identified Mineral Resources and Ore Reserves for any reports on mineral resources and ⁺ ore reserves | Not applicable |

⁺ See chapter 19 for defined terms.

Part 3 - Agreement

All entities

You must complete this agreement. If you require a seal to be bound, the agreement must be under seal.

We agree:

- 1 Our admission to the +official list is in ASX's absolute discretion. ASX may admit us on any conditions it decides. +Quotation of our +securities is in ASX's absolute discretion. ASX may quote our +securities on any conditions it decides. Our removal from the +official list or the suspension or ending of +quotation of our +securities is in ASX's absolute discretion. ASX is entitled immediately to suspend +quotation of our +securities or remove us from the +official list if we break this agreement, but the absolute discretion of ASX is not limited.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law, and is not for an illegal purpose.
 - There is no reason why the +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 601MB(1), 737, 738, 992A, 992AA or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

⁺ See chapter 19 for defined terms.

- 5 We will comply with the listing rules that are in force from time to time, even if +quotation of our +securities is deferred, suspended or subject to a +trading halt.
- 6 The listing rules are to be interpreted:
- in accordance with their spirit, intention and purpose;
 - by looking beyond form to substance; and
 - in a way that best promotes the principles on which the listing rules are based.
- 7 ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.
- 8 A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.
- 9 In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.
- 10 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:
- We will satisfy the +technical and performance requirements of the +approved CS facility and meet any other requirements the +approved CS facility imposes in connection with approval of our +securities.
 - When +securities are issued we will enter them in the +approved CS facility's subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
 - The +approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the +securities for which +quotation is sought.

⁺ See chapter 19 for defined terms.

- 11 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility, we confirm that either:
- ☐ we have given a copy of this application to the +approved CS facility in accordance with the operating rules of the +approved CS facility ; or
- ☒ we ask ASX to forward a copy of this application to the +approved CS facility.
- 12 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:
- The +approved CS facility is irrevocably authorised to establish and administer a subregister in respect of +CDIs.
 - We will make sure that +CDIs are issued over +securities if the holder of quoted +securities asks for +CDIs.
- 13 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:
- ☐ we have given a copy of this application to the approved CS facility in accordance with the operating rules of the +approved CS facility; or
- ☒ we ask ASX to forward a copy of this application to the +approved CS facility.

⁺ See chapter 19 for defined terms.

Dated: 18 July 2011

Executed by Bega Cheese Limited ABN)
81 008 358 503 in accordance with Section)
127 of the Corporations Act 2001 (Cth))

B.A. Irwin

Signature of authorised person

Executive Chairman.

Office held

Barry Irwin

Name of authorised person
(BLOCK LETTERS)

RE Platts

Signature of authorised person

Director

Office held

Richard PHATTIS

Name of authorised person
(BLOCK LETTERS)

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⁺ See chapter 19 for defined terms.

