

Adara Partners – AusNet (AST) Board Advisor (2021/22)

Adara Partners advised AST on strategy, takeover defence and managed the bidding process with unsolicited offers from Brookfield and APA Group, with the subsequent sale to Brookfield for \$18.2bn¹

Snapshot



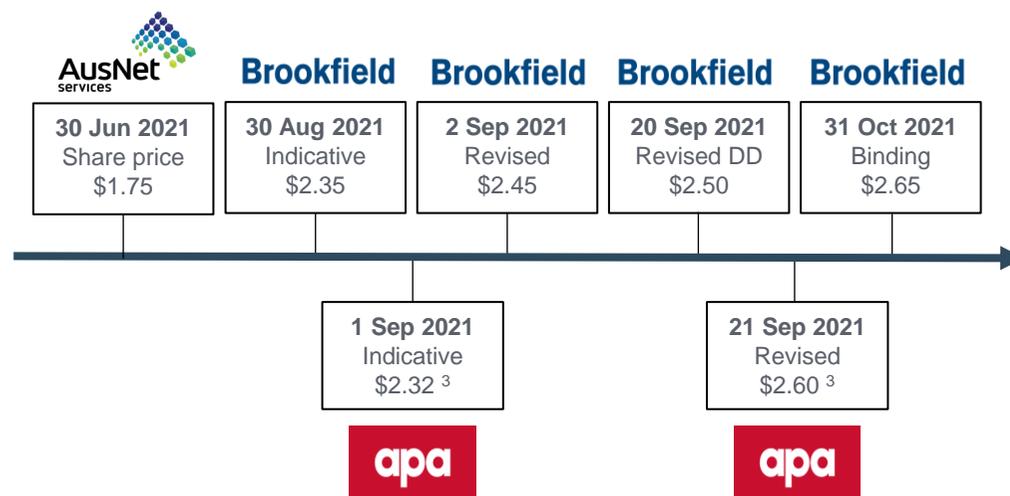
- June 2021 to February 2022.
- Independent advisor to the AusNet Board on strategy and takeover defence, including negotiation and management of a complex and highly contested bidding process.
- Adara Partners led by Panel Members, Tim Burroughs and Andrew Best, advised the AusNet Board and management alongside Citi and Allens, maximising value for shareholders.
- Advised on complex issues including managing all shareholder interests, maximising competition, applications to the Takeovers Panel from both bidders, FIRB approval and assessment, and working with multiple stakeholders.
- Overwhelming approval of 99.76% of shareholder votes cast in respect of the Scheme Meeting on 28 January 2022.
- Outstanding outcome achieved for all stakeholders.

Adara Partners provided the following services

- Review of shareholder objectives.
- Valuation and vulnerability analysis.
- Design and management of a competitive process to select a second investment bank as defence co-advisor.
- Independent advice to the board on strategy and takeover defence including negotiation and management of contested bidding process.
- Document and communication advice to the AusNet board and management including board papers, board and management presentations and ongoing complex problem solving and advice.
- Internal financial analysis including valuation modelling, assessment of capacity to pay and bid comparison.
- Complex stakeholder management with Singaporean and Chinese interests controlling over 50% of the company.

Outcome

- The transaction process produced six separate offers from two credible parties, culminating in a \$2.65 per share binding cash offer from Brookfield on 31 October 2021.
- The final binding price of \$2.65 per share represented a 51% premium to the AusNet share price of \$1.75 per share as of 30 June 2021, a 34% premium to the undisturbed AusNet share price of \$1.98 per share as of 17 September 2021, and an EV / RAB multiple of 1.73x.
- *“In business, everyone has a price, but as the dust settles it is clear that the attraction of the all-cash offer was an overwhelming driver of the outcome. That is one reason why in a unanimous decision the AusNet Board (advised by Adara Partners, Citi and Allens) chose to lock in an eight-week exclusive agreement with Brookfield...the other reason was to drive competitive tension between the bids.”²*



Notes: ⁽¹⁾ Enterprise value on a fully diluted basis ⁽²⁾ Brookfield's sugary treat lands Halloween deal, The Australian, 2 November 2021. ⁽³⁾ Value of cash and scrip at time of offer.

About Adara Partners

Collectively our Panel Members have advised over 90% of the ASX100 and have worked on many of the largest and most critical transactions in Australia's corporate history. Adara Partners' services are not limited to the ASX100 – our Panel Members have worked on a range of public and private corporate engagements, providing our clients with their expertise, through wise counsel, financial and strategic advice



Ilana Atlas AO
NED, Former
Executive and Law
Firm partner



Andrew Best
Former Head of
Investment Banking
at J.P. Morgan



Catherine Brenner
NED, Former
Investment Banker



Tim Burroughs
Former Chair of
Investment Banking
at Goldman Sachs



Guy Fowler
Co-Executive
Chairman of
Barrenjoey Capital
Partners



David Friedlander
Head of M&A at King &
Wood Mallesons



Graham Goldsmith
AO
NED, Former Vice
Chair of Goldman
Sachs



David Gonski AC
Non-executive Chair
of Barrenjoey Capital
Partners, former
Chair of ANZ Bank



Matthew Grounds AM
Co-Executive Chairman of
Barrenjoey Capital Partners



Christian Johnston
Head of Investment
Banking at Goldman
Sachs



Diccon Loxton
Senior Finance
Counsel at Allens
Linklaters



Tony Osmond
Head of Banking,
Capital Markets and
Advisory at Citigroup



Mike Roche
Former Head of M&A
at Deutsche Bank



Cynthia Scott
Managing Director
ANZ, Zip Co



Philippa Stone
Joint Global Head
of Capital Markets at
Herbert Smith Freehills

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