

Scheme Booklet

For a scheme of arrangement between Lynch Group Holdings Limited (Lynch) and its shareholders in relation to the proposed acquisition of all of the issued shares in Lynch by Darwin Aus Bidco Pty Ltd (Hasfarm Bidco).

VOTE IN FAVOUR

The Lynch Directors unanimously recommend that you vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Lynch Shareholders, in the absence of a Superior Proposal.

The Independent Expert has concluded that the Scheme is in the best interests of Lynch Shareholders, in the absence of a Superior Proposal.

This is an important document and requires your immediate attention.

You should read it carefully and in its entirety before deciding how to vote on the Scheme Resolution.

If you are in any doubt about how to deal with this Scheme Booklet, you should contact your broker or financial, taxation, legal or other professional adviser immediately.

This Scheme Booklet has been provided to you because you are shown in the Lynch Share Register as holding Lynch Shares. If you have recently sold all of your Lynch Shares, please disregard this Scheme Booklet.

If, after reading this Scheme Booklet, you have any questions in relation to this Scheme Booklet or the Scheme, please contact support@cm.mpms.mufig.com or the Lynch Share Registry, MUFG Corporate Markets (AU) Limited Shareholder Information Line on 1300 495 169 (within Australia) or +61 1300 495 169 (outside Australia) between 8.30am to 5.00pm (AEDT) Monday to Friday, excluding public holidays.

Financial Advisor

STANTON//ROAD
PARTNERS

Legal Advisor

Hamilton
Locke 

For personal use only

DISCLAIMER AND IMPORTANT NOTICES

This Scheme Booklet contains important information

This Scheme Booklet includes the explanatory statement required to be sent to Lynch Shareholders under Part 5.1 of the Corporations Act in relation to the Scheme.

The purpose of this Scheme Booklet is to explain the terms of the Scheme and the manner in which the Scheme will be considered and implemented (if approved by the Requisite Majorities of Lynch Shareholders and by the Court and all other Conditions Precedent are satisfied or waived) and to provide information as prescribed, or which is otherwise material to the decision of Lynch Shareholders as to whether or not to approve the Scheme Resolution.

This Scheme Booklet includes the explanatory statement for the Scheme required by section 412(1) of the Corporations Act. You should read this Scheme Booklet carefully and in its entirety before making a decision as to how to vote. Lynch recommends that you consult your legal, financial, tax or other professional adviser.

This Scheme Booklet is not a disclosure document required by Chapter 6D of the Corporations Act.

If you have sold all your Lynch Shares, please disregard this Scheme Booklet.

Responsibility for information

The Lynch Information has been prepared by Lynch and is the responsibility of Lynch. No member of the Bidder Group nor any of their respective directors, officers, employees, Advisers or affiliates assumes any responsibility for the accuracy or completeness of the Lynch Information or any part of it.

The Hasfarm Information has been prepared by Hasfarm Bidco and is the responsibility of Hasfarm Bidco. No member of the Lynch Group (being Lynch and each of its Subsidiaries), nor any of their respective directors, officers, employees, Advisers or affiliates assumes any responsibility for the accuracy or completeness of the Hasfarm Information or any part of it.

Hamilton Locke Pty Ltd (**Hamilton Locke**) has prepared the 'Australian tax implications' section contained in Section 8 of this Scheme Booklet and takes responsibility for that section.

KPMG Financial Advisory Services (Australia) Pty Ltd (**KPMG Corporate Finance**) has prepared the Independent Expert's Report in relation to the Scheme contained in Annexure A and takes responsibility for that report.

No member of the Lynch Group or the Bidder Group, nor any of their respective directors, officers, employees, Advisers or affiliates, assumes any responsibility for the accuracy or completeness of the information contained in the 'Australian

tax implications' section contained in Section 8 of this Scheme Booklet or any part of it or the Independent Expert's Report or any part of it.

ASIC and ASX involvement

A copy of this Scheme Booklet has been registered by ASIC pursuant to section 412(6) of the Corporations Act. ASIC has been provided a copy of this Scheme Booklet and been given the opportunity to comment on this Scheme Booklet in accordance with section 411(2) of the Corporations Act. ASIC has been requested to provide a statement, in accordance with section 411(17)(b) of the Corporations Act, that it has no objection to the Scheme. If ASIC provides that statement, it will be produced to the Court on the Second Court Date. A copy of this Scheme Booklet has been provided to the ASX. Neither ASIC nor the ASX nor any of their respective officers takes any responsibility for the contents of this Scheme Booklet.

Forward looking statements

Certain statements in this Scheme Booklet relate to the future. These statements may not be based on historical facts and involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements to be materially different from expected future results, performance or achievements expressed or implied by those statements. These statements only reflect views held as at the Last Practicable Date and should not be taken to be forecasts or predictions that those events will occur. Additionally, statements of intention in this Scheme Booklet reflect present intentions as at the Last Practicable Date and may be subject to change.

Actual events or results may differ materially from events or results expressed or implied in any forward looking statement and deviations are both normal and to be expected. Other than as required by law, no member of the Lynch Group, nor any of their respective directors, officers, employees, Advisers or affiliates, nor any other person gives any representation, assurance or guarantee that the events expressed or implied in any forward looking statements in this Scheme Booklet will actually occur and you are cautioned not to place undue reliance on any forward looking statement. Subject to any continuing obligations under law or the Listing Rules, the Lynch Group and its respective directors, officers, employees, Advisers and affiliates disclaim any obligation or undertaking to disseminate after the Last Practicable Date any updates or revisions to any forward looking statements to reflect any change in expectations in relation to those statements or change in events, conditions or circumstances on which a statement is based.

For personal use only

Forward looking statements may generally be identified by the use of forward looking words such as “believe”, “aim”, “expect”, “anticipate”, “intending”, “likely”, “foreseen”, “should”, “planned”, “may”, “estimate”, “potential” or other similar words. Statements that explain the objectives, plans, goals, intentions or expectations of any person may also be forward looking statements.

No financial product or investment advice

The information and recommendations contained in this Scheme Booklet do not constitute financial product advice. This Scheme Booklet has been prepared without taking into account the objectives, financial situation, tax position or particular needs of individual Lynch Shareholders. It is important that you consider the information in this Scheme Booklet in light of your particular circumstances. This Scheme Booklet should not be relied on as the sole basis for any investment decision in relation to Lynch Shares. You may also wish to consider consulting your legal, financial, tax or other professional adviser before making any investment decision or any decision on how to vote on the Scheme Resolution.

Important notice associated with Court order under section 411(1) of the Corporations Act

The fact that under section 411(1) of the Corporations Act the Court has ordered that a meeting be convened and has approved the explanatory statement required to accompany the notice of the meeting does not mean that the Court:

- has formed any view as to the merits of the proposed Scheme or as to how Lynch Shareholders should vote (on this matter Lynch Shareholders must reach their own decision);
- has prepared, or is responsible for the content of, the explanatory statement; or
- has approved or will approve the Scheme.

The order of the Court that the Scheme Meeting be convened is not, and should not be treated as, an endorsement by the Court of, or any other expression of opinion by the Court on, the Scheme.

Notice of Meetings

The Notice of Scheme Meeting (at which Lynch Shareholders will be asked to vote on the Scheme Resolution) is set out in Annexure D.

Notice of Second Court Date

On the Second Court Date, the Court will consider whether to approve the Scheme following the vote on the Scheme Resolution at the Scheme Meeting. Any Lynch Shareholder may appear at the hearing on the Second Court Date expected to be held on 27 November 2025 at 2.15pm (AEDT) at the Federal Court of Australia in Melbourne.

Any Lynch Shareholder who wishes to oppose approval of the Scheme on the Second Court Date may do so by filing with the Court and serving on Lynch a notice of appearance in the prescribed form together with any affidavit that the Lynch Shareholder proposes to rely on. Any change to the date of the Second Court Date will be announced by Lynch through the ASX.

Shareholders outside Australia

This Scheme Booklet is subject to Australian disclosure requirements.

The release, publication or distribution of this Scheme Booklet in jurisdictions other than Australia may be restricted by law or regulation in those jurisdictions and persons who come into possession of it should seek advice on and observe any restrictions. Any failure to comply with those restrictions may constitute a violation of applicable laws or regulations.

This Scheme Booklet has been prepared solely in accordance with Australian law and the information contained in this Scheme Booklet may not be the same as that which would have been disclosed if this Scheme Booklet had been prepared in accordance with the laws and regulations of a jurisdiction outside of Australia. No action has been taken to register or qualify this Scheme Booklet or any other aspect of the Scheme in any jurisdiction outside of Australia.

Lynch Shareholders resident outside Australia for tax purposes should also seek specific taxation advice in relation to the Australian and overseas tax implications of their participation in the Scheme. Please note that the Lynch Group is not in the business of dealing in securities, and does not purport to hold itself out as carrying on a business of dealing in securities.

Tax implications of the Scheme

If the Scheme becomes Effective and is implemented, there may be tax consequences for Scheme Shareholders which may include tax being payable on any capital gain on disposal of Lynch Shares.

For further detail regarding the general Australian tax implications of the Scheme, refer to the 'Australian Tax implications' section contained in Section 8 of this Scheme Booklet.

The tax implications of the Scheme may vary depending on the nature and characteristics of each Lynch Shareholder and their specific circumstances, including whether they are a tax resident in a jurisdiction other than Australia. Accordingly, Lynch Shareholders should seek professional tax advice on the consequences of the Scheme in relation to their particular circumstances.

Privacy

The Lynch Group, the Bidder Group and the Lynch Share Registry may collect personal information in the process of implementing the Scheme. This information may include the names, contact details and security holdings of Lynch Shareholders and the names of persons appointed by a Lynch Shareholder to act as proxy, attorney or corporate representative of the Lynch Shareholder at the Scheme Meeting. The collection of some of this information is required or authorised by the Corporations Act. The primary purpose of collecting this information is to assist Lynch in conducting the Scheme Meeting and in implementing the Scheme. Personal information of the type described above may be disclosed to the Lynch Share Registry, print and mail service providers, authorised securities brokers and Related Bodies Corporate of Lynch.

Lynch Shareholders have certain rights to access personal information that has been collected. Lynch Shareholders should contact support@cm.mpms.mufg.com or the Lynch Share Registry, MUFG Corporate Markets (AU) Limited Shareholder Information Line on 1300 495 169 (within Australia) or +61 1300 495 169 (outside Australia) between 8.30am to 5.00pm (AEDT) Monday to Friday, excluding public holidays, if they wish to access their personal information. Lynch Shareholders who appoint a named person to act as their proxy, attorney or corporate representative should ensure that they inform that person of these matters.

Interpretation

Capitalised terms used in this Scheme Booklet are defined in the Glossary in Section 10.1.

A reference to a Section or Annexure is a reference to a section of, or annexure to, this Scheme Booklet, unless otherwise stated.

Some of the documents reproduced in the annexures to this Scheme Booklet have their own defined terms, which are sometimes different from those in the Glossary.

Any diagrams, charts, graphs and tables appearing in this Scheme Booklet are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the Last Practicable Date. A number of figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Scheme Booklet are subject to the effect of rounding. Accordingly, their actual calculation may differ from the calculations shown in this Scheme Booklet.

The financial amounts in this Scheme Booklet are expressed in Australian currency unless otherwise stated. A reference to \$, A\$ and AUD and cents is to Australian currency, unless otherwise stated.

All times referred to in this Scheme Booklet are references to times in Melbourne, Australia unless otherwise stated.

Lynch's website

The content of Lynch's website does not form part of this Scheme Booklet and Lynch Shareholders should not rely on that content.

Date

This Scheme Booklet is dated 21 October 2025.



Contents

LETTER FROM AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF LYNCH	6
KEY DATES	12
1. KEY CONSIDERATIONS RELEVANT TO YOUR VOTE	13
2. FREQUENTLY ASKED QUESTIONS	20
3. WHAT SHOULD YOU DO?	29
4. OVERVIEW OF THE SCHEME	31
5. OVERVIEW OF LYNCH	37
6. OVERVIEW OF THE BIDDER GROUP	52
7. RISKS	60
8. AUSTRALIAN TAX IMPLICATIONS	67
9. ADDITIONAL INFORMATION	71
10. GLOSSARY AND INTERPRETATION	82
Annexure A: Independent Expert's Report	93
Annexure B: Scheme of Arrangement	166
Annexure C: Deed Poll	183
Annexure D: Notice of Scheme Meeting	192
Corporate Directory	198

LETTER FROM AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF LYNCH

21 October 2025

Dear Lynch Shareholder,

On behalf of the Lynch Directors, I am pleased to present you with this Scheme Booklet containing important information in relation to the proposed acquisition of all of the issued shares in Lynch by Hasfarm Bidco, by way of scheme of arrangement.

This Scheme Booklet contains important information about the Scheme, including:

- how to vote at the Scheme Meeting;
- the reasons why the Lynch Directors have unanimously recommended that Lynch Shareholders vote in favour of the Scheme Resolution, in the absence of a Superior Proposal, and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Lynch Shareholders in the absence of a Superior Proposal; and
- the Independent Expert's Report, in which the Independent Expert has concluded that the Scheme is in the best interests of Lynch Shareholders, in the absence of a Superior Proposal.

The Scheme Booklet also sets out some of the reasons why you may wish to vote against the Scheme Resolution.

Your vote is important. I encourage you to read this Scheme Booklet (including the Independent Expert's Report) carefully and in its entirety.

Background to Hasfarm's proposal

On 20 August 2025, Lynch announced that it had entered into a Scheme Implementation Agreement with Hasfarm and Hasfarm Bidco, under which it is proposed that Hasfarm Bidco will acquire all of the issued share capital of Lynch at a cash price of \$2.245 per Lynch Share, less the amount of the Permitted Dividend, by way of a scheme of arrangement.

Given that Lynch director Patrick Elliott is associated with, and is a co-founding partner of, Next Capital, a substantial shareholder of Lynch, the Lynch Board considered it appropriate from a governance perspective to establish an independent board committee (**IBC**) to consider and respond to Hasfarm's proposal, negotiate the terms of the Scheme Implementation Agreement, and make a recommendation to the full Lynch Board in relation to the Scheme. The IBC was chaired by independent non-executive director Peter Clare and comprised independent non-executive directors Elizabeth Hallett and Peter Arkell. The IBC unanimously recommended to the full Lynch Board that Lynch should enter into the Scheme Implementation Agreement.

The Scheme is subject to several conditions including approval from Lynch Shareholders by the Requisite Majorities and approval by the Court, together with other customary conditions.

Details of the Scheme Consideration

The Scheme Consideration is a cash price of \$2.155 per Lynch Share.

By way of background, under the Scheme Implementation Agreement, Hasfarm Bidco has agreed to offer Lynch Shareholders a cash price of \$2.245 per Lynch share, less the cash amount of the Permitted Dividend paid by Lynch before the Implementation Date.

On 18 September 2025, Lynch paid the Permitted Dividend to those Lynch Shareholders on the Lynch Share Register on 3 September 2025, being a fully franked final dividend of \$0.09 per Lynch Share in respect of Lynch's trading performance for the year ended 29 June 2025. The Permitted Dividend was not conditional on the Scheme and was paid irrespective of whether the Scheme proceeds.

Accordingly, if the Scheme is implemented, then Lynch Shareholders who hold Lynch Shares as at the Scheme Record Date will receive the Scheme Consideration of \$2.155 per Lynch Share.

For personal use only

Scheme Consideration

The Scheme Consideration of \$2.155 cash per Lynch Share¹ represents:

- a 23.1% premium to the last closing price of a Lynch Share of \$1.75 on 19 August 2025 (being the last day on which Lynch Shares traded before the proposed Scheme was announced);
- a 24.1% premium to the 3-month VWAP of a Lynch Share of \$1.74 up to and including 19 August 2025²; and
- a 28.9% premium to the 6-month VWAP of a Lynch share of \$1.67 up to and including 19 August 2025.³

The Scheme Consideration represents an implied equity value for Lynch of \$269m and an enterprise value of \$293m.⁴

Lynch Directors' recommendation

The Lynch Directors consider that the Scheme is in the best interests of Lynch Shareholders and unanimously recommend that you vote in favour of the Scheme Resolution in the absence of a Superior Proposal, and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Lynch Shareholders in the absence of a Superior Proposal.

Each Lynch Director who holds or controls Lynch Shares intends to vote in favour of the Scheme Resolution in relation to all Lynch Shares held or controlled by them, subject to these same qualifications.

The interests of each Lynch Director including the number and description of all securities in Lynch held or controlled by them and the total value of the financial benefit that each Lynch Director will receive if the Scheme is implemented are set out in Section 9 of this Scheme Booklet. When considering the recommendation of Lynch Directors that you vote in favour of the Scheme Resolution, Lynch Shareholders should have regard to the personal interests of each Lynch Director.

In summary, if the Scheme is implemented, the Lynch Directors will sell their Lynch Shares and will receive the Scheme Consideration for those Lynch Shares in the same way as all other Lynch Shareholders. In addition, Lynch Director Hugh Toll (**Mr Toll**) holds certain Lynch Options which will be exercised and converted to Lynch Shares in the manner described in Section 9.3 if the Scheme becomes Effective. If the Scheme is implemented those Lynch Shares will also be sold by Mr Toll and he will receive the Scheme Consideration for those Lynch Shares in the same way as all other Lynch Shareholders. The total number of Lynch Shares and of Lynch Options in respect of which each Lynch Director has a relevant interest is set out in Sections 9.2.

The total value of the financial benefits that each Lynch Director will receive (either directly or indirectly) in respect of their Lynch Shares and Lynch Options held as at the Last Practicable Date will be:

Lynch Director	Total value of financial benefit
Peter Clare	\$493,372
Patrick Elliott	\$1,294,506
Elizabeth Hallett	\$59,859
Peter Arkell	\$35,915
Hugh Toll	\$2,797,414

¹The premium has been calculated by reference to the amount of the Scheme Consideration after the Permitted Dividend was paid by Lynch on 18 September 2025 (i.e. ex-dividend). On the comparator date of 19 August 2025, the Permitted Dividend had not yet been declared (i.e., cum-dividend). The Independent Expert has addressed this in section 3.4.1 of the Independent Expert's Report (set out in Annexure A). The Independent Expert considers that the premia calculated slightly understate the actual premiums (particularly for the shorter time periods), given in those periods the Scheme Consideration, which is ex-dividend, is being compared to the cum-dividend VWAPs.

²VWAP calculation based on cumulative IRESS trading data.

³VWAP calculation based on cumulative IRESS trading data.

⁴Based on the Scheme Consideration of \$2.155 per Lynch Share (i.e., after payment of the Permitted Dividend by Lynch on 18 September 2025), 122,066,112 Lynch Shares on issue as at 20 August 2025, 2,667,025 in-the-money Lynch Options, and net debt of \$24.0 million as at 29 June 2025. Net debt does not include lease liabilities.

LETTER FROM AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF LYNCH

In respect of the recommendation of Mr Toll, Lynch Shareholders should have regard to the fact that Mr Toll is currently employed as Group Chief Executive Officer of Lynch and receives employment benefits in that capacity. Mr Toll's employment status and his entitlement to receive those benefits will be unchanged if the Scheme is implemented, unless Lynch and Mr Toll agree otherwise. Mr Toll has advised Lynch that as at the Last Practicable Date he has not been offered any additional payment or entitlement if the Scheme is implemented (noting Mr Toll may receive certain bonus payments from Lynch detailed in Section 9.1 of this Scheme Booklet and if the Scheme becomes Effective, certain Lynch Options held by Mr Toll will have their vesting accelerated in the manner described in Section 9.3).¹

Each of your Lynch Directors considers that despite their interests as described in Section 9, it is important and appropriate for them to make a recommendation to Lynch Shareholders about how to vote on the Scheme.

Major Shareholder voting

The following Lynch Shareholders, who collectively hold or control approximately 38.50% of Lynch Shares, have confirmed their intention to vote in favour of the Scheme Resolution, in the absence of a Superior Proposal, and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Lynch Shareholders:

- Next Capital III, LP ABN 37 177 617 795 acting through its general partner Next Capital III Management Partners, LP acting through its general partner Next Capital III GP Pty Ltd ACN 600 209 532;
- Next Capital Services IIID Pty Limited ACN 602 385 286 as trustee for Next Capital Trust IIID ABN 79 742 303 361;
- Izzac Pty Ltd ACN 110 032 472 as trustee for Cazzie Trust; and
- Bridge International Holding Limited.

Each of these Lynch Shareholders has consented to their intention being published in this Scheme Booklet.

Call options

Hasfarm Bidco has entered into call option deeds with Next Capital and MA Asset Management Ltd which provide Hasfarm Bidco the right, but not the obligation, to call for the delivery of, and restrict the disposal of, 24,291,156 Lynch Shares in aggregate (representing voting power in Lynch of 19.9%).² This may reduce the likelihood of other third parties putting forward a Superior Proposal.

The options under each of the Next Call Option Deed and MA Call Option Deed may only be exercised by Hasfarm Bidco where there has been a public announcement of a Competing Proposal or an intention to undertake or propose a Competing Proposal (**Exercise Condition**). The exercise period for the options expires at 11.59pm on 30 June 2026 (or such other date agreed in writing) (**Option Expiry Date**) and the exercise price is equal to the Scheme Consideration. Further information about Hasfarm Bidco's interests in Lynch Shares are set out in Section 6.8(a) of this Scheme Booklet.

If there is a public announcement of a Competing Proposal or an intention to undertake or propose a Competing Proposal (including in circumstances where the Scheme is not successful), Hasfarm Bidco may exercise the options under the Next Call Option Deed or the MA Call Option Deed and acquire up to 24,291,156 Lynch Shares (representing voting power in Lynch of up to 19.9%) prior to the Option Expiry Date.

¹In his capacity as an employee of Lynch, Mr Toll:

- will receive a one-off bonus cash payment of \$50,000 (excluding superannuation) in recognition of his work in relation to the Scheme (which is not conditional on the Scheme being implemented); and
- may receive a discretionary cash bonus of up to \$105,732 (excluding superannuation) under Lynch's Short Term Incentive plan (which, as at the Last Practicable Date, the Lynch Board only intends to pay if the Scheme becomes Effective).

²A copy of the Next Call Option Deed and the MA Call Option Deed was released to ASX on 21 August 2025 and is available on the ASX website (www.asx.com.au) and also on Lynch's website (<https://www.lynchgroup.com.au/investor-centre/results-reports-and-announcements>).

Independent Expert's opinion

Lynch has appointed KPMG Financial Advisory Services (Australia) Pty Ltd (**KPMG Corporate Finance**) as the Independent Expert to assess the merits of the Scheme. The Independent Expert has concluded that the Scheme is in the best interests of Lynch Shareholders, in the absence of a Superior Proposal. To arrive at that opinion, the Independent Expert concluded that the Scheme is fair and reasonable to Lynch Shareholders.

The Independent Expert has assessed the value of a Lynch Share on a controlling interest and ex-dividend basis to be in the range of \$1.93 to \$2.27 per Lynch Share. The Scheme Consideration of \$2.155 cash per Lynch Share is within and towards the high end of the Independent Expert's value range for a Lynch Share.

A complete copy of the Independent Expert's Report is set out in Annexure A. I encourage you to read it carefully and in its entirety.

Reasons why you may consider voting in favour of the Scheme Resolution

The key reasons for the Lynch Directors' unanimous recommendation that Lynch Shareholders should vote in favour of the Scheme Resolution are set out in Section 1.2 of this Scheme Booklet.

These include that:

- the Independent Expert has concluded that the Scheme is fair and reasonable and is therefore in the best interests of Lynch Shareholders, in the absence of a Superior Proposal;
- the Scheme Consideration represents an attractive premium relative to recent trading prices of Lynch Shares prior to (and including) 19 August 2025;
- the all cash Scheme Consideration means Lynch Shareholders will receive certainty of value for their investment in Lynch and the opportunity to immediately realise their investment for cash;
- if the Scheme is implemented you will no longer be exposed to certain risks associated with Lynch's Business (these risks are summarised in Section 7 of this Scheme Booklet);
- since the announcement of the signing of the Scheme Implementation Agreement, no Superior Proposal has emerged;
- the Lynch Share price will likely fall if the Scheme does not proceed and in the absence of a Superior Proposal;
- brokerage charges will not apply to the transfer of your Lynch Shares under the Scheme; and
- Lynch will incur an estimated \$5.0 million (excluding GST) in transaction costs in relation to the Transaction. If the Scheme is implemented, these transaction costs will effectively be borne by Hasfarm Bidco. If the Scheme is not implemented, Lynch will still incur an estimated \$2.5 million (excluding GST) of one-off transaction costs which may not be recoverable, and in certain circumstances will also be obliged to pay the Break Fee of \$2.7 million (excluding GST) to Hasfarm Bidco.

Reasons you may consider voting against the Scheme Resolution

If the Scheme is not implemented, Lynch will continue as an ASX-listed entity with management continuing to implement Lynch's business plan and financial and operating strategies. In those circumstances, you will continue to be exposed to the risks and opportunities associated with an investment in Lynch.

Although it is the unanimous recommendation of the Lynch Directors that Lynch Shareholders should vote in favour of the Scheme Resolution, there are also reasons why you may consider voting against the Scheme Resolution, including:

- you may disagree with the unanimous recommendation of the Lynch Directors and with the Independent Expert's conclusion that the Scheme is in the best interests of Lynch shareholders, in the absence of a Superior Proposal;
- you may prefer to participate in the future financial performance of Lynch's business and continue to be exposed to certain risks associated with Lynch's Business (these risks are summarised in Section 7 of this Scheme Booklet);
- you may believe it is in your best interests to maintain your current investment and risk profile;
- you may believe that there is potential for a Superior Proposal to emerge (noting that none has emerged as at the Last Practicable Date); and
- the tax consequences of transferring your Lynch Shares pursuant to the Scheme may not be attractive to you.

The Lynch Directors unanimously consider that the reasons to vote in favour of the Scheme outweigh the potential reasons to vote against the Scheme.¹

How to vote

For the Scheme to proceed, the Scheme Resolution must be approved by the Requisite Majorities of Lynch Shareholders (the requirements of which are set out in Section 4.4 of this Scheme Booklet) and by the Court.

Your vote as a Lynch Shareholder is important and I strongly encourage you to vote. You can vote by attending the Scheme Meeting in person, by lodging a Proxy Form, by appointing an attorney to attend and vote at the Scheme Meeting on your behalf or in the case of a body corporate which is a Lynch Shareholder, by appointing a corporate representative to attend and vote at the Scheme Meeting on behalf of that Lynch Shareholder. Further details on how to vote are included in Section 3 of this Scheme Booklet.

The Scheme Meeting to approve the Scheme Resolution is scheduled to be held in person on 21 November 2025 at the offices of MUFG Pension & Market Services, Liberty Place, Level 41, 161 Castlereagh Street Sydney NSW 2000, commencing at 11.00am (AEDT).

If you wish for the Scheme to proceed, it is important that you vote in favour of the Scheme Resolution.

Timing of the Scheme and payment of the Scheme Consideration

If the Scheme is approved by Lynch Shareholders and the Court, the Scheme will become Effective and therefore binding on Lynch Shareholders on the Effective Date (currently expected to occur on 28 November 2025). If the Scheme becomes Effective, Lynch Shareholders will be paid the Scheme Consideration on the Implementation Date (currently expected to occur on 9 December 2025).

¹Lynch Shareholders should consult with their own independent taxation advisers regarding the tax implications of the Scheme.

Further information

I encourage you to carefully read this Scheme Booklet (including the Independent Expert's Report) in full and seek your own legal, financial or other professional advice as needed to determine what action you should take.

Lynch Shareholders who have any questions relating to the Scheme should contact support@cm.mpms.mufig.com or the Lynch Share Registry, MUFG Corporate Markets (AU) Limited Shareholder Information Line on 1300 495 169 (within Australia) or +61 1300 495 169 (outside Australia) between 8.30am to 5.00pm (AEDT) Monday to Friday, excluding public holidays.

On behalf of the Lynch Directors, I would like to take this opportunity to thank you for your continued support of Lynch.

Yours sincerely



Peter Clare

Independent Non-Executive Director
of Lynch Group Holdings Limited

KEY DATES

EVENT	INDICATIVE DATE
First Court Date	10.15am (AEDT) Tuesday, 21 October 2025
Date of the Scheme Booklet	Tuesday, 21 October 2025
Last date and time for receipt of Proxy Forms The last date and time by which Proxy Forms (including proxies lodged online), powers of attorney or certificates of appointment of body corporate representative for the Scheme Meeting must be received by the Lynch Share Registry	11.00am (AEDT) on Wednesday, 19 November 2025
Scheme Meeting Record Time Time and date for determining eligibility to vote at the Scheme Meeting	7.00pm (AEDT) on Wednesday, 19 November 2025
Scheme Meeting To vote on the Scheme Resolution	11.00am (AEDT) on Friday, 21 November 2025
IF THE SCHEME RESOLUTION IS APPROVED BY THE REQUISITE MAJORITIES LYNCH SHAREHOLDERS:	Indicative Date
Court hearing to approve the Scheme (Second Court Date)	2.15pm (AEDT) on Thursday, 27 November 2025
Effective Date Court order lodged with ASIC and Scheme becomes Effective Last day of trading in Lynch Shares – Lynch Shares will be suspended from trading on the ASX from close of trading	Friday, 28 November 2025
Scheme Record Date For determining entitlements to Scheme Consideration	5.00pm (AEDT) on Tuesday, 2 December 2025
Implementation Date Provision of Scheme Consideration to Scheme Shareholders Transfer of Scheme Shares to Hasfarm Bidco	Tuesday, 9 December 2025

All times and dates in the above timetable are references to the time and date in AEDT and all such times and dates are subject to change. In particular, the date of the Scheme Meeting may be postponed or adjourned, including if a Condition Precedent has not been satisfied. Certain times and dates are conditional on the approval of the Scheme Resolution by Lynch Shareholders and by the Court. Any changes will be announced by Lynch to the ASX.

Section 1

Key Considerations Relevant to Your Vote



KEY CONSIDERATIONS RELEVANT TO YOUR VOTE

1. KEY CONSIDERATIONS RELEVANT TO YOUR VOTE

1.1 Overview

This Section 1 sets out the reasons why the Lynch Directors unanimously recommend that Lynch Shareholders should vote in favour of the Scheme Resolution. Whilst the Lynch Directors acknowledge that there may be reasons for Lynch Shareholders to vote against the Scheme Resolution (see Section 1.3, 'Reasons why you might vote against the Scheme'), they unanimously believe that the reasons to vote in favour of the Scheme Resolution outweigh the potential reasons to vote against the Scheme Resolution.

REASONS TO VOTE IN FAVOUR OF THE SCHEME RESOLUTION

- ✓ The Independent Expert has concluded that the Scheme is fair and reasonable and is therefore in the best interests of Lynch Shareholders, in the absence of a Superior Proposal.
- ✓ The Scheme Consideration of \$2.155 per Lynch Share¹ represents an attractive premium relative to recent trading prices of Lynch Shares prior to (and including) 19 August 2025. Specifically, the Scheme Consideration represents:
 - a 23.1% premium to the last closing price of a Lynch Share of \$1.75 on 19 August 2025 (being the last day on which Lynch Shares traded before the proposed Scheme was announced);
 - a 24.1% premium to the 3-month VWAP of a Lynch Share of \$1.74 up to and including 19 August 2025; and²
 - a 28.9% premium to the 6-month VWAP of a Lynch share of \$1.67 up to and including 19 August 2025.³
- ✓ The all cash Scheme Consideration means that Lynch Shareholders will receive certainty of value for their investment in Lynch.
- ✓ If the Scheme is implemented you will no longer be exposed to certain risks associated with Lynch's Business. These include the risks described in Section 7 of this Scheme Booklet.
- ✓ Since the announcement of the signing of the Scheme Implementation Agreement, no Superior Proposal has emerged.
- ✓ The Lynch Share price may fall in the near term if the Scheme is not implemented and in the absence of a Superior Proposal for Lynch.
- ✓ Brokerage charges will not apply to the transfer of your Lynch Shares under the Scheme.
- ✓ Lynch will incur an estimated \$5.0 million (excluding GST) in transaction costs in relation to the Transaction. If the Scheme is implemented, these transaction costs will effectively be borne by Hasfarm Bidco. If the Scheme is not implemented, Lynch will still incur an estimated \$2.5 million (excluding GST) of one-off transaction costs which may not be recoverable, and in certain circumstances will also be obliged to pay the Break Fee of \$2.7 million (excluding GST) to Hasfarm Bidco.

If the Scheme is not implemented, Lynch will continue as an ASX-listed entity with management continuing to implement Lynch's business plan and financial and operating strategies. In those circumstances, you will continue to be exposed to the risks and opportunities associated with an investment in Lynch.

¹The premium has been calculated by reference to the amount of the Scheme Consideration after the Permitted Dividend was paid by Lynch on 18 September 2025 (i.e., ex dividend). On the comparator date of 19 August 2025, the Permitted Dividend had not yet been declared (i.e., cum-dividend). The Independent Expert has addressed this in section 3.4.1 of the Independent Expert's Report (set out in Annexure A). The Independent Expert considers that the premia calculated slightly understate the actual premiums (particularly for the shorter time periods), given in those periods the Scheme Consideration, which is ex-dividend, is being compared to the cum-dividend VWAPs.

²VWAP calculation based on cumulative IRESS trading data.

³VWAP calculation based on cumulative IRESS trading data.

REASONS WHY YOU MAY CONSIDER VOTING AGAINST THE SCHEME RESOLUTION

- X** You may disagree with the unanimous recommendation of the Lynch Directors and with the Independent Expert's conclusion that the Scheme is in the best interests of Lynch Shareholders, in the absence of a Superior Proposal.
- X** You may prefer to participate in the future financial performance of Lynch's Business and continue to be exposed to certain risks associated with Lynch's Business. These risks are described in Section 7 of this Scheme Booklet.
- X** You may believe that it is in your best interests to maintain your current investment and risk profile.
- X** You may believe that there is potential for a Superior Proposal to emerge (none has emerged as at the Last Practicable Date).
- X** The tax consequences of transferring your Lynch Shares pursuant to the Scheme may not be attractive to you.¹

These reasons are discussed in more detail in Sections 1.2 and 1.3 below.

1.2 Reasons to vote in favour of the Scheme Resolution

The Lynch Directors unanimously recommend that Lynch Shareholders vote in favour of the Scheme Resolution, in the absence of a Superior Proposal, and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Lynch Shareholders in the absence of a Superior Proposal.

Subject to those same qualifications, each Lynch Director intends to vote all Lynch Shares which they hold or control in favour of the Scheme Resolution.

The interests of each Director, including the number and description of all securities in Lynch held or controlled by each of them and the total value of the financial benefit that each Lynch Director will receive if the Scheme is implemented are set out in Section 9 of this Scheme Booklet. When considering the recommendation of Lynch Directors that you vote in favour of the Scheme Resolution, Lynch Shareholders should have regard to the personal interests of each Lynch Director. Each of your Lynch Directors considers that despite their interests as described in Section 9, it is important and appropriate for them to make a recommendation to Lynch Shareholders about how to vote on the Scheme Resolution.

In respect of the recommendation of Lynch Director Hugh Toll, Lynch Shareholders should have regard to the fact that Mr Toll is currently employed as Group Chief Executive Officer of Lynch and receives employment benefits in that capacity. Mr Toll's employment status and his entitlement to receive those benefits will be unchanged if the Scheme is implemented, unless Lynch and Mr Toll agree otherwise. Mr Toll has advised Lynch that as at the Last Practicable Date he has not been offered any additional payment or entitlement if the Scheme is implemented (noting Mr Toll may receive certain bonus payments from Lynch detailed in Section 9.1 of this Scheme Booklet and if the Scheme becomes Effective, certain Lynch Options held by Mr Toll will have their vesting accelerated in the manner described in Section 9.3).

The Independent Expert has concluded that the Scheme is fair and reasonable and is therefore in the best interests of Lynch Shareholders, in the absence of a Superior Proposal

Lynch appointed KPMG Corporate Finance to prepare an Independent Expert's Report to advise on whether the Scheme is in the best interests of Lynch Shareholders. The Independent Expert has concluded that the Scheme is in the best interests of Lynch Shareholders, in the absence of a Superior Proposal. To arrive at that opinion, the Independent Expert concluded that the Scheme is fair and reasonable to Lynch Shareholders.

¹ Lynch Shareholders should consult with their own independent taxation advisers regarding the tax implications of the Scheme.

KEY CONSIDERATIONS RELEVANT TO YOUR VOTE

The Independent Expert has assessed the full underlying value of a Lynch Share on a controlling interest and ex-dividend basis at between \$1.93 to \$2.27 per Lynch Share per Lynch Share. The Scheme Consideration of \$2.155 per Lynch Share is within and towards the high end of the Independent Expert’s value range for a Lynch Share.

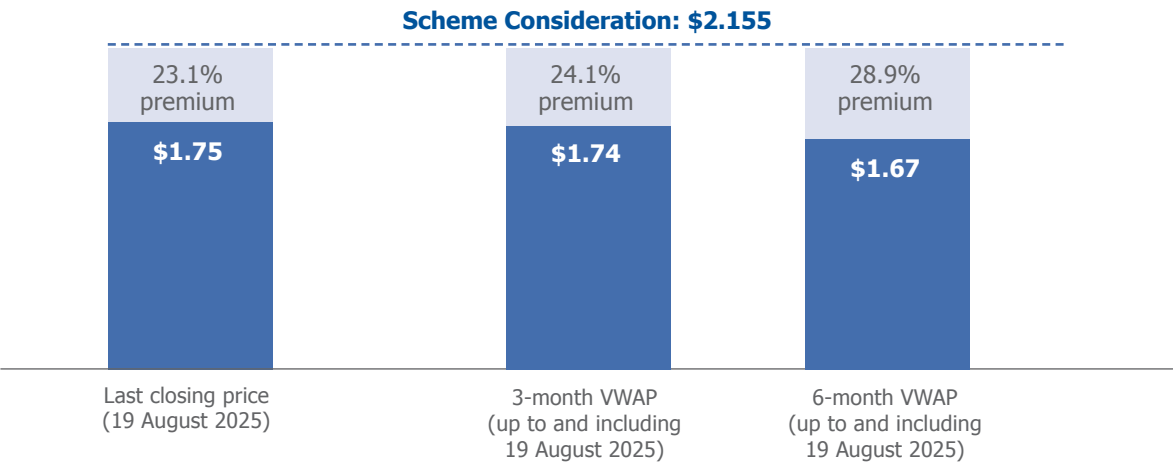
The reasons why the Independent Expert reached these conclusions are set out in the Independent Expert’s Report, a copy of which is included in Annexure A. The Lynch Directors encourage you to read this report carefully and in its entirety.

As at the Last Practicable Date, the Independent Expert has not changed or qualified its opinion in any way, and no Superior Proposal has emerged.

The Scheme Consideration of \$2.155 per Lynch Share represents an attractive premium relative to recent trading prices of Lynch Shares prior to (and including) 19 August 2025

The Scheme Consideration of \$2.155 cash per Lynch Share¹ represents:

- a 23.1% premium to the last closing price of a Lynch Share of \$1.75 on 19 August 2025 (being the last day on which Lynch Shares traded before the proposed Scheme was announced);
- a 24.1% premium to the 3-month VWAP of a Lynch Share of \$1.74 up to and including 19 August 2025;² and
- a 28.9% premium to the 6-month VWAP of a Lynch share of \$1.67 up to and including 19 August 2025.³



The all cash Scheme Consideration means that Lynch Shareholders will receive certainty of value for their investment in Lynch

The Scheme Consideration will be 100% cash. This provides Lynch Shareholders with certainty of value and the opportunity to realise their investment in full for the Scheme Consideration.

If the Scheme does not proceed, the amount that Lynch Shareholders will be able to realise from their Lynch Shares in terms of price and future dividends will be uncertain and subject in the usual way, to a number of risks and uncertainties, including those outlined in Section 7.

If the Scheme is implemented you will no longer be exposed to certain risks associated with Lynch’s Business

While the Lynch Board has a positive outlook for Lynch and is confident that the business is well positioned to achieve its strategic objectives, the operation of the Business is subject to certain risks, some of which are beyond the control of Lynch.

The Scheme Consideration provides certainty against the risks associated with Lynch’s business. These risks include those described in Section 7 of this Scheme Booklet.

¹The premium has been calculated by reference to the amount of the Scheme Consideration after the Permitted Dividend was paid by Lynch on 18 September 2025 (i.e., ex-dividend). On the comparator date of 19 August 2025, the Permitted Dividend had not yet been declared (i.e., cum-dividend). The Independent Expert has addressed this in section 3.4.1 of the Independent Expert’s Report (set out in Annexure A). The Independent Expert considers that the premia calculated slightly understate the actual premiums (particularly for the shorter time periods), given in those periods the Scheme Consideration, which is ex-dividend, is being compared to the cum-dividend VWAPs.

²VWAP calculation based on cumulative IRESS trading data.

³VWAP calculation based on cumulative IRESS trading data.

The Scheme removes these risks and uncertainties for Lynch Shareholders and provide Lynch Shareholders with an opportunity to exit their investment in Lynch at a price that the Lynch Directors consider attractive. Since the announcement of the signing of the Scheme Implementation Agreement, no Superior Proposal has emerged

Hasfarm Bidco has entered into call option deeds with Next Capital and MA Asset Management Ltd which provide Hasfarm Bidco the right, but not the obligation, to call for the delivery of, and restrict the disposal of, 24,291,156 Lynch Shares in aggregate (representing voting power in Lynch of 19.9%). This may reduce the likelihood of other third parties putting forward a Superior Proposal. Since the proposed Scheme was announced, up until the Last Practicable Date, no Superior Proposal has emerged.

The Lynch Board is not aware, as at the Last Practicable Date, of any Superior Proposal that is likely to emerge.

The Scheme Implementation Agreement contains customary provisions that regulate the way in which Lynch can respond to Competing Proposals, details of which are summarised in Section 9.5 of this Scheme Booklet. Subject to Hasfarm Bidco's rights under the Scheme Implementation Agreement in respect of any actual or potential Competing Proposal, the Lynch Board will keep Lynch Shareholders informed of any developments in respect of any Superior Proposal which may emerge after the date of this Scheme Booklet.

The Lynch Share price may fall in the near term if the Scheme is not implemented and in the absence of a Superior Proposal for Lynch

If the Scheme does not proceed, and no comparable proposal or Superior Proposal is received by the Lynch Board, then the Lynch Share price is expected to fall.

Accordingly, there will remain limited liquidity in the trading of Lynch Shares which may impede the ability of Lynch Shareholders to sell all their Lynch Shares.

Brokerage charges will not apply to the transfer of your Lynch Shares under the Scheme

You will not incur any brokerage charges on the transfer of your Lynch Shares to Hasfarm Bidco under the Scheme.

It is possible that such brokerage charges (and, potentially GST on those charges) would be incurred if you dispose of your Lynch Shares other than under the Scheme.

Lynch will incur an estimated \$2.5 million (excluding GST) of unrecoverable one-off transaction costs if the Scheme is not implemented (excluding any Break Fee that may be payable)

Lynch will incur an estimated \$5.0 million (excluding GST) in transaction costs in relation to the Transaction if the Scheme is implemented. These transaction costs will effectively be borne by Hasfarm Bidco. If the Scheme is not implemented, Lynch will still incur an estimated \$2.5 million (excluding GST) of one-off transaction costs which may not be recoverable, and in certain circumstances will also be obliged to pay the Break Fee of \$2.7 million (excluding GST) to Hasfarm Bidco.

1.3 Reasons why you might vote against the Scheme Resolution

If the Scheme is not implemented, Lynch will continue as an ASX-listed entity with management continuing to implement Lynch's business plan and financial and operating strategies. In those circumstances, you will continue to be exposed to the risks and opportunities associated with an investment in Lynch.

Although the Lynch Directors unanimously recommend that you vote in favour of the Scheme Resolution, and the Independent Expert has concluded that the Scheme is in the best interests of Lynch Shareholders, in the absence of a Superior Proposal, factors which might lead you to vote against the Scheme Resolution include:

You may disagree with the unanimous recommendation of the Lynch Directors and with the Independent Expert's conclusion that the Scheme is in the best interests of Lynch Shareholders, in the absence of a Superior Proposal

Although the unanimous recommendation of the Lynch Directors is to vote in favour of the Scheme Resolution and the conclusion of the Independent Expert is that the Scheme is in the best interests of Lynch Shareholders, each in the absence of a Superior Proposal, you may believe that the Scheme is not in your best interests.

KEY CONSIDERATIONS RELEVANT TO YOUR VOTE

You may prefer to participate in the future financial performance of Lynch's Business (and continue to be exposed to certain risks associated with Lynch's Business (these risks are summarised in Section 7 of this Scheme Booklet)

If the Scheme is implemented, you will no longer be a Lynch Shareholder and will forgo any future benefits that may result from being a Lynch Shareholder.

This will mean that you will not participate in the future performance of Lynch or retain any exposure to Lynch's Business or assets or have the potential to share in the value that could be generated by Lynch in the future. However, there is no guarantee as to Lynch's future performance or what if any benefits may arise in the future. An overview of Lynch's Business as well as historical financial information about Lynch and current trading commentary of Lynch is set out in Section 5 of this Scheme Booklet.

You may believe that it is in your best interests to maintain your current investment and risk profile

You may prefer to keep your Lynch Shares to preserve your investment in a listed company with the specific characteristics of Lynch.

In particular, you may consider that, despite the risk factors relevant to Lynch's potential future operations (including those set out in Section 7 of this Scheme Booklet), Lynch may be able to return greater value from its assets by remaining a standalone entity or by seeking alternative corporate transactions in the future.

You may also consider that it would be difficult to identify or invest in alternative investments that have a similar investment profile to that of Lynch or that you may incur transaction costs in undertaking any new investment.

You may believe that there is potential for a Superior Proposal to emerge

You may consider that a Superior Proposal could emerge in the future. The Lynch Directors are, as at the Last Practicable Date, not aware of, and have not received, any Superior Proposal.

The tax consequences of transferring your Lynch Shares pursuant to the Scheme may not be attractive to you

The tax consequences of the Scheme will depend on your personal situation. You may consider that the tax consequences of transferring your Lynch Shares to Hasfarm Bidco pursuant to the Scheme are not attractive to you.

Lynch Shareholders should read the 'Australian tax implications' contained in Section 8 of this Scheme Booklet. However, Section 8 of this Scheme Booklet is general in nature, and Lynch Shareholders should consult with their own independent taxation advisers regarding the tax implications of the Scheme.

1.4 Other relevant factors

Other factors that may be relevant to how you vote on the Scheme Resolution include:

Major Lynch Shareholders support the Scheme

The following Lynch Shareholders, who collectively hold or control approximately 38.50% of Lynch Shares, have confirmed their intention to vote in favour of the Scheme Resolution, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Lynch Shareholders:

- Next Capital III, LP ABN 37 177 617 795 acting through its general partner Next Capital III Management Partners, LP acting through its general partner Next Capital III GP Pty Ltd ACN 600 209 532;
- Next Capital Services IIID Pty Limited ACN 602 385 286 as trustee for Next Capital Trust IIID ABN 79 742 303 361;
- Izzac Pty Ltd ACN 110 032 472 as trustee for Cazzie Trust; and
- Bridge International Holding Limited.

Call options

Hasfarm Bidco has entered into call option deeds with Next Capital and MA Asset Management Ltd which provide Hasfarm Bidco the right, but not the obligation, to call for the delivery of, and restrict the disposal of, 24,291,156 Lynch Shares in aggregate (representing voting power in Lynch of 19.9%).¹ This may reduce the likelihood of other third parties putting forward a Superior Proposal.

The options under each of the Next Call Option Deed and MA Call Option Deed may only be exercised by Hasfarm Bidco where there has been a public announcement of a Competing Proposal or an intention to undertake or propose a Competing Proposal (**Exercise Condition**). The exercise period for the options expires at 11.59pm on 30 June 2026 (or such other date agreed in writing) (**Option Expiry Date**) and the exercise price is equal to the Scheme Consideration. Further information about Hasfarm Bidco's interests in Lynch Shares are set out in Section 6.8(a) of this Scheme Booklet.

If there is a public announcement of a Competing Proposal or an intention to undertake or propose a Competing Proposal, Hasfarm Bidco may exercise the options under the Next Call Option Deed or the MA Call Option Deed and acquire up to 24,291,156 Lynch Shares (representing voting power in Lynch of up to 19.9%) prior to the Option Expiry Date.

The Scheme is subject to Conditions Precedent

In addition to the need to obtain the approval of Lynch Shareholders to the Scheme Resolution by the Requisite Majorities and the need to obtain approval from the Court, the Scheme is subject to a number of other customary Conditions Precedent. The Scheme will not become Effective, and you will not receive the Scheme Consideration unless all of the Conditions Precedent are satisfied or waived in accordance with the Scheme Implementation Agreement (where waiver is possible under the Scheme Implementation Agreement). As at the Last Practicable Date, the Lynch Directors are not aware of any reason why any Conditions Precedent might not be satisfied before the End Date. The Conditions Precedent and the current status of each condition are summarised in Section 4.4 of this Scheme Booklet.

The Scheme may become Effective and your Lynch Shares may be sold even if you do not vote or if you vote against the Scheme Resolution

If the Scheme becomes Effective, you will be bound by the Scheme even if you did not vote in favour of the Scheme Resolution or you voted against the Scheme Resolution. In those circumstances, any Scheme Shares held by you on the Scheme Record Date (currently expected to be 5.00pm (AEDT) on 2 December 2025) will be transferred to Hasfarm Bidco and you will receive the Scheme Consideration, despite not having voted or having voted against the Scheme Resolution.

Break fees

Lynch will be obliged to pay a Break Fee (being \$2.7 million (excluding GST)) to Hasfarm Bidco in certain circumstances. Hasfarm Bidco will be obliged to pay a Reverse Break Fee (being \$2.7 million (excluding GST)) to Lynch in certain circumstances. The triggers for the Break Fee and the Reverse Break Fee are set out in Section 9.5 of this Scheme Booklet.

Scheme Costs

The fees set out in Section 9.6 of this Scheme Booklet relate to fees and costs incurred by Lynch in connection with the Transaction, including the preparation of this Scheme Booklet. If the Scheme is implemented, those fees will effectively be borne by Hasfarm Bidco. If the Scheme is not implemented, Lynch expects to pay approximately \$2.5 million (excluding GST) in transaction costs already incurred as at the Last Practicable Date or which will be incurred even if the Scheme is not implemented (which amount does not include any Break Fee that may be payable).

¹ A copy of the Next Call Option Deed and the MA Call Option Deed was released to ASX on 21 August 2025 and is available on the ASX website (www.asx.com.au) and also on Lynch's website (<https://www.lynchgroup.com.au/investor-centre/results-reports-and-announcements>).

Section 2

Frequently Asked Questions



FREQUENTLY ASKED QUESTIONS

This Scheme Booklet contains detailed information on the proposed Transaction. This Section 2 provides summary answers to some of the questions that Lynch Shareholders may have in relation to the Transaction and the Scheme and will assist them to locate further detailed information in this Scheme Booklet. This Section 2 should be read together with all other Sections of this Scheme Booklet including the Independent Expert's Report.

Question	Answer	More information
Overview of the Scheme		
Why have I received this Scheme Booklet?	This Scheme Booklet has been provided to you because you are a Lynch Shareholder and you are being asked to vote on the Scheme Resolution. This Scheme Booklet is intended to help you to consider and decide on how to vote on the Scheme Resolution at the Scheme Meeting.	Section 4
What is the Scheme?	The Scheme is a scheme of arrangement between Lynch and the Scheme Shareholders. A "scheme of arrangement" is a statutory procedure in the Corporations Act that is commonly used in transactions in Australia that may result in a change of ownership or control of a company. In addition to requiring Court Approval, schemes of arrangement require a shareholder vote in favour of a resolution to implement the scheme of arrangement to be passed by the Requisite Majorities.	Section 4 and Annexure B
What is the effect of the Scheme?	If the Scheme becomes Effective, Hasfarm Bidco will acquire all of the Scheme Shares. You will receive the Scheme Consideration for each Lynch Share that you hold and will cease to be a Lynch Shareholder. Lynch will be delisted from the ASX and become a wholly-owned Subsidiary of Hasfarm Bidco.	Section 4 and Annexure B
Who is Hasfarm?	Hasfarm is a leading, fully integrated floriculture company engaged in the cultivation, distribution and retail of cut flowers, pot plants and related products across Asia. Hasfarm Bidco is a wholly owned subsidiary of Hasfarm.	Section 6.2
Does Hasfarm or its Associates currently hold a Relevant Interest or voting power in any Lynch Shares?	As at the Last Practicable Date, Hasfarm Bidco has a Relevant Interest in 24,291,156 Lynch Shares (representing voting power in Lynch of 19.9%) pursuant to the Next Call Option Deed and MA Call Option Deed.	Section 6.8(a)

For personal use only

Question	Answer	More information												
Recommendations and intentions														
What do the Lynch Directors recommend?	The Lynch Directors unanimously recommend that you vote in favour of the Scheme Resolution, in the absence of a Superior Proposal, and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Lynch Shareholders in the absence of a Superior Proposal. When considering the recommendation of Lynch Directors that you vote in favour of the Scheme Resolution, Lynch Shareholders should have regard to the personal interests of each Lynch Director described in Section 9 of this Scheme Booklet. In respect of the recommendation of Lynch Director Hugh Toll, Lynch Shareholders should have regard to the fact that Mr Toll is currently employed as Group Chief Executive Officer of Lynch and receives employment benefits in that capacity. Mr Toll’s employment status and his entitlement to receive those benefits will be unchanged if the Scheme is implemented, unless Lynch and Mr Toll agree otherwise. Mr Toll has advised Lynch that as at the Last Practicable Date he has not been offered any additional payment or entitlement if the Scheme is implemented (noting Mr Toll may receive certain bonus payments from Lynch detailed in section 9.1 of the Scheme Booklet and if the Scheme becomes Effective, certain Lynch Options held by Mr Toll will have their vesting accelerated in the manner described in Section 9.3). The Lynch Directors encourage you to seek independent legal, financial, taxation or other appropriate professional advice in relation to this Scheme Booklet and how to vote on the Scheme Resolution.	Letter from an Independent Non-Executive Director of Lynch and Section 9												
What financial benefits will Lynch Directors receive if the Scheme is implemented?	If the Scheme is implemented, the total value of the financial benefits that each Lynch Director will receive (either directly or indirectly) in respect of their Lynch Shares and Lynch Options held as at the Last Practicable Date will be: <table><tr><th>Lynch Director</th><th>Total value of financial benefit</th></tr><tr><td>Peter Clare</td><td>\$493,372</td></tr><tr><td>Patrick Elliott</td><td>\$1,294,506</td></tr><tr><td>Elizabeth Hallett</td><td>\$59,859</td></tr><tr><td>Peter Arkell</td><td>\$35,915</td></tr><tr><td>Hugh Toll</td><td>\$2,797,414</td></tr></table> Additionally, in his capacity as an employee of Lynch, Mr Toll: • will receive a one-off bonus cash payment of \$50,000 (excluding superannuation) in recognition of his work in relation to the Scheme (which is not conditional on the Scheme being implemented); and • may receive a discretionary cash bonus of up to \$105,732 (excluding superannuation) under Lynch's Short Term Incentive plan (which, as at the Last Practicable Date, the Lynch Board only intends to pay if the Scheme becomes Effective).	Lynch Director	Total value of financial benefit	Peter Clare	\$493,372	Patrick Elliott	\$1,294,506	Elizabeth Hallett	\$59,859	Peter Arkell	\$35,915	Hugh Toll	\$2,797,414	Section 9.1
Lynch Director	Total value of financial benefit													
Peter Clare	\$493,372													
Patrick Elliott	\$1,294,506													
Elizabeth Hallett	\$59,859													
Peter Arkell	\$35,915													
Hugh Toll	\$2,797,414													

FREQUENTLY ASKED QUESTIONS

For personal use only

Question	Answer	More information
Recommendations and intentions		
What are the intentions of the Lynch Directors?	Each Lynch Director intends to vote, or procure the voting of, any Lynch Shares held or controlled by them at the time of the Scheme Meeting in favour of the Scheme Resolution at the Scheme Meeting in the absence of a Superior Proposal, and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Lynch Shareholders in the absence of a Superior Proposal.	Letter from an Independent Non-Executive Director of Lynch and Section 9
What is the conclusion of the Independent Expert?	The Independent Expert has concluded that the Scheme is in the best interests of Lynch Shareholders, in the absence of a Superior Proposal. To arrive at that opinion, the Independent Expert concluded that the Scheme is fair and reasonable to Lynch Shareholders. You should read the Independent Expert's Report which is contained in Annexure A, carefully and in its entirety.	Annexure A
Do Lynch's major shareholders support the Scheme?	Lynch Shareholders (including Next Capital), who collectively hold or control approximately 38.50% of Lynch Shares, have confirmed their intention to vote in favour of the Scheme Resolution, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Lynch Shareholders. Next Capital and MA Asset Management Ltd. have separately granted Hasfarm Bidco call options to buy in aggregate a total of 19.9% of the issued Lynch Shares on terms set out in the Next Call Option Deed and MA Call Option Deed. See the Letter from an Independent Non-Executive Director of Lynch and Section 1.4 for more details.	Letter from an Independent Non-Executive Director of Lynch and Section 1.4
What choices do I have as a Lynch Shareholder?	As a Lynch Shareholder who is eligible to vote at the Scheme Meeting, you have the following choices in relation to your Lynch Shares: • vote in favour of the Scheme Resolution at the Scheme Meeting; • vote against the Scheme Resolution at the Scheme Meeting; • sell your Lynch Shares on the ASX before the Scheme Record Date; or • do nothing. If you vote against the Scheme Resolution or do nothing, and the Scheme becomes Effective and is implemented, your Lynch Shares will be acquired by Hasfarm Bidco and you will receive the Scheme Consideration for each Lynch Share acquired, notwithstanding that you did not vote in favour of the Scheme Resolution.	N/A

Question	Answer	More information
Overview of the Scheme Consideration		
What is the Scheme Consideration?	The Scheme Consideration is a cash price of \$2.155 per Lynch Share. By way of background, under the Scheme Implementation Agreement, Hasfarm Bidco agreed to offer Lynch Shareholders a cash price of \$2.245 per Lynch share, less the cash amount of the Permitted Dividend paid by Lynch before the Implementation Date. On 18 September 2025, Lynch paid the Permitted Dividend to those Lynch Shareholders on the Lynch Share Register on 3 September 2025, being a fully franked final dividend of \$0.09 per Lynch Share in respect of Lynch's trading performance for the year ended 29 June 2025. The Permitted Dividend was not conditional on the Scheme and was paid irrespective of whether the Scheme proceeds. Accordingly, if the Scheme is implemented, then Lynch Shareholders who hold Lynch Shares as at the Scheme Record Date will receive the Scheme Consideration of \$2.155 per Lynch Share.	Sections 4.2 and 4.3
What is the Permitted Dividend?	The Permitted Dividend is a permitted fully franked final dividend of \$0.09 per Lynch Share that was paid by Lynch on 18 September 2025 to Lynch Shareholders registered on the Lynch Share Register on 3 September 2025. The Permitted Dividend relates to Lynch's trading performance for the year ended 29 June 2025. It was not conditional on the Scheme and was paid irrespective of whether the Scheme proceeds.	Letter from an Independent Non-Executive Director of Lynch
When and how will I receive my Scheme Consideration?	If the Scheme becomes Effective and is implemented, Scheme Shareholders will be sent the Scheme Consideration on the Implementation Date (currently expected to be 9 December 2025). The Scheme Consideration will be paid in Australian currency either (at Lynch's absolute discretion) into a bank account nominated before the Scheme Record Date by the Scheme Shareholder, including bank accounts nominated to receive dividend payments, or alternatively will be sent by cheque to the Scheme Shareholder at their Registered Address.	Section 4.3
Will I have to pay brokerage or stamp duty?	You will not have to pay brokerage on the transfer of your Lynch Shares to Hasfarm Bidco under the Scheme. You will not have to pay stamp duty on the acquisition by Hasfarm Bidco of your Lynch Shares.	Section 1.2

FREQUENTLY ASKED QUESTIONS

For personal use only

Question	Answer	More information
Overview of the Scheme Consideration		
What are the taxation implications of the Scheme?	The general Australian taxation implications of the Transaction for Lynch Shareholders are set out in Section 8. However, as the information in Section 8 is general in nature, it is recommended that you consult with an independent tax advisor on the expected tax implications of the Scheme as it applies to your personal circumstances. Any decision on how to vote on the Scheme should be based on professional tax advice that is relevant to your needs. See Section 8 for more details.	Section 8
Are there any conditions to the Scheme?	The Scheme is subject to a number of Conditions Precedent which are set out in Section 4.4. As at the Last Practicable Date, the following Conditions Precedent remain outstanding: • Lynch Shareholder approval of the Scheme Resolution; and • other customary conditions.	Section 4.4
What is required for the Scheme to become Effective?	The Scheme will become Effective if: • the Scheme Resolution is approved by the Requisite Majorities of Lynch Shareholders at the Scheme Meeting to be held on 21 November 2025; • the Court approves the Scheme at the Second Court Date; and • all of the other Conditions Precedent are satisfied or waived.	N/A
When and where will the Scheme Meeting be held?	The Scheme Meeting to approve the Scheme Resolution will be held in person on 21 November 2025 at the offices of MUFG Pension & Market Services, Liberty Place, Level 41, 161 Castlereagh Street Sydney NSW 2000, commencing at 11.00am (AEDT), and may be viewed online via the live webcast at: https://us02web.zoom.us/webinar/register/WN_mT9VZQa6TPqSQq__Pk_srg.	Annexure D
What will Lynch shareholders be asked to vote on at the Scheme Meeting?	At the Scheme Meeting, Lynch Shareholders will be asked to vote on a resolution to approve the Scheme. No other business will be transacted at the Scheme Meeting.	Annexure D

Question	Answer	More information
Conditions to the Scheme		
What is the Lynch Shareholder approval threshold for the Scheme?	In order to become Effective, the Scheme must be approved by the Requisite Majorities of Lynch shareholders, being: • unless the Court orders otherwise, a majority in number (more than 50%) of Lynch Shareholders present and voting at the Scheme Meeting (either in person or by proxy, attorney or, in the case of corporate Lynch Shareholders, body corporate representative); and • at least 75% of the total number of votes cast on the Scheme Resolution at the Scheme Meeting by Lynch Shareholders present and voting (either in person or by proxy, attorney or, in the case of corporate Lynch Shareholders, body corporate representative). Even if the Scheme is approved by the Requisite Majorities of Lynch Shareholders at the Scheme Meeting, the Scheme is still subject to the approval of the Court. The Court has broad discretion as to whether to approve the Scheme and is not bound by the Scheme Resolution.	Section 4.7
Am I entitled to vote at the Scheme Meeting?	If you are registered as a Lynch Shareholder on the Lynch Share Register as at 7.00pm (AEDT) on Wednesday, 19 November 2025 you will be entitled to attend and vote at the Scheme Meeting.	Annexure D
How can I vote if I can't attend the Scheme Meeting?	If you would like to vote but cannot attend the Scheme Meeting in person, you can vote by appointing a proxy (including by lodging your proxy online at https://au.investorcentre.mpms.mufig.com) or attorney to attend and vote on your behalf. You may also vote by corporate representative if that option is applicable to you.	Annexure D
When will the results of the Scheme Meeting be known?	The results of the Scheme Meeting are expected to be available shortly after the conclusion of the Scheme Meeting and will be announced to the ASX (www.asx.com.au) once available.	N/A
What happens to my Lynch Shares if I do not vote, or if I vote against the Scheme, and the Scheme becomes Effective and is implemented?	If you do not vote, or vote against the Scheme Resolution, and the Scheme becomes Effective and is implemented, any Scheme Shares held by you on the Scheme Record Date (currently expected to be 5.00pm (AEDT) on 2 December 2025) will be transferred to Hasfarm Bidco and you will receive the Scheme Consideration, despite not having voted or having voted against the Scheme Resolution.	Section 4.7

FREQUENTLY ASKED QUESTIONS

For personal use only

Question	Answer	More information
Other questions		
What happens if a Competing Proposal is received?	If a Competing Proposal is received, the Lynch Directors will carefully consider it. Lynch must notify Hasfarm Bidco of that Competing Proposal in accordance with the requirements of the Scheme Implementation Agreement. Lynch Shareholders should note that Lynch has agreed to certain exclusivity provisions in favour of Hasfarm Bidco under the Scheme Implementation Agreement including: • a no shop, no talk and no due diligence (the no talk and no due diligence being subject to a fiduciary 'out'); • notification rights; and • matching rights. These obligations are described in detail in Section 9.5 of this Scheme Booklet.	Section 9.5
Is there a Break Fee?	The Scheme Implementation Agreement requires Lynch to pay Hasfarm Bidco a Break Fee equal to \$2.7 million (excluding GST) where the Scheme Implementation Agreement is terminated in certain circumstances. The triggers for the Break Fee are set out in Section 9.5 of this Scheme Booklet. No Break Fee is payable where the Scheme Implementation Agreement is terminated because Lynch Shareholders do not approve the Scheme Resolution by the Requisite Majorities.	Section 9.5
Is there a Reverse Break Fee?	The Scheme Implementation Agreement requires Hasfarm Bidco to pay Lynch a Reverse Break Fee equal to 2.7 million (excluding GST) where the Scheme Implementation Agreement is terminated in certain circumstances. The triggers for the Reverse Break Fee are set out in Section 9.5 of this Scheme Booklet.	Section 9.5

Question	Answer	More information
Other questions		
Can I sell my Lynch Shares now?	You can sell your Lynch Shares on market at any time before the close of trading on the ASX on the Effective Date (currently expected to be 28 November 2025) at the then prevailing market price (which may vary from the Scheme Consideration). Lynch must apply to the ASX for Lynch Shares to be suspended from trading on the ASX from close of trading on the Effective Date. You will not be able to sell your Lynch Shares on market after this date. If you sell your Lynch Shares on market, you may pay brokerage on the sale, you will not receive the Scheme Consideration and there may be different tax consequences compared to those that would arise if you retain those shares until the Scheme is implemented.	N/A
What if I have further questions about the Scheme?	If you have any questions about the Scheme, please contact support@cm.mpms.mufig.com or the Lynch Share Registry, MUFG Corporate Markets (AU) Limited Shareholder Information Line on 1300 495 169 (within Australia) +61 1300 495 169 (outside Australia) between 8.30am to 5.00pm (AEDT) Monday to Friday, excluding public holidays. For information about your personal circumstances, please consult with your legal, financial, tax and other professional advisers.	N/A
When will Lynch hold its annual general meeting?	Lynch's annual general meeting will be held in person on 21 November 2025 at the offices of MUFG Pension & Market Services, Liberty Place, Level 41, 161 Castlereagh Street Sydney NSW 2000, commencing at 10.00am (AEDT), and may be viewed online via the live webcast at: https://us02web.zoom.us/webinar/register/WN_mT9VZQa6TPqSQq_Pk_srg. The Notice of Meeting for Lynch's annual general meeting and the FY25 Annual Report were released to ASX on 16 October 2025.	N/A

Section 3

What should you do?



3. WHAT SHOULD YOU DO?

3.1 Step 1: Read this Scheme Booklet

You should carefully read this Scheme Booklet in its entirety before deciding how to vote on the Scheme Resolution.

If you have any questions, or require further information about the Scheme, you should contact:

- support@cm.mpms.mufig.com; or
- the Lynch Share Registry, MUFG Corporate Markets (AU) Limited Shareholder Information Line on 1300 495 169 (within Australia) +61 1300 495 169 (outside Australia) between 8.30am to 5.00pm (AEDT) Monday to Friday, excluding public holidays.

If you are in any doubt as to what you should do, please consult your legal, financial, tax or other professional adviser without delay.

3.2 Step 2: Vote on the Scheme Resolution

(a) Your vote is important

For the Scheme to proceed it is necessary that the Requisite Majorities of Lynch Shareholders vote in favour of the Scheme Resolution.

(b) Who is entitled to vote?

If you are registered on the Lynch Share Register at 7.00pm (AEDT) on Wednesday, 19 November 2025, you will be entitled to vote on the Scheme Resolution.

(c) Details of the Scheme Meeting

The Scheme Meeting to approve the Scheme Resolution is scheduled to be held at 11.00am (AEDT) on 21 November 2025. Lynch Shareholders may watch a live webcast of the Scheme Meeting online at https://us02web.zoom.us/webinar/register/WN_mT9VZQa6TPqSQq_Pk_srg. Lynch Shareholders watching online will not be able to participate in the Scheme Meeting, vote, ask questions or make comments via the webcast.

Lynch Shareholders and their proxies, attorneys or corporate representatives will be able to participate in person.

Lynch Shareholders who are unable to attend the Scheme Meeting (or choose not to) are strongly encouraged to submit a proxy form as early as possible and in any event by 11.00am (AEDT) on Wednesday, 19 November 2025.

Further information about attending the Scheme Meeting can be found in the Notice of Scheme Meeting in Annexure D.

(d) How to vote?

You may vote:

- **in person**, by physically attending the Scheme Meeting in person held at the offices of MUFG Pension & Market Services, Liberty Place, Level 41, 161 Castlereagh Street Sydney NSW 2000, commencing at 11.00am (AEDT) and voting during the meeting;
- **by proxy**, by appointing one or two proxies to attend and vote on your behalf, using the Proxy Form that accompanies this Scheme Booklet. To be valid, your Proxy Form must be received by the Lynch Share Registry by 11.00am (AEDT) on 19 November 2025;
- **by attorney**, by appointing an attorney to attend and vote at the Scheme Meeting on your behalf (in person), and providing a duly executed power of attorney to the Lynch Share Registry by 11.00am (AEDT) on 19 November 2025; or
- **by corporate representative**, in the case of a body corporate, appointing a corporate representative to attend the Scheme Meeting and vote on your behalf (in person), and providing a duly executed certificate of appointment (in accordance with section 250D of the Corporations Act) to Lynch prior to the Scheme Meeting.

Further details on how to vote are contained in the Notice of Scheme Meeting in Annexure D.

Section 4

Overview of the Scheme



4. OVERVIEW OF THE SCHEME

4.1 Background on the Scheme

On 20 August 2025, Lynch announced that it had entered into a Scheme Implementation Agreement with Hasfarm Bidco under which the parties agreed to implement the Scheme between Lynch and its shareholders. A summary of the key terms of the Scheme Implementation Agreement are set out in Section 9.5 and a copy of the Scheme is set out in Annexure B. A full copy of the Scheme Implementation Agreement was released on ASX (www.asx.com.au) and published on Lynch's website (<https://www.lynchgroup.com.au/investor-centre/results-reports-and-announcements>).

If the Scheme is approved by Lynch Shareholders at the Scheme Meeting and by the Court, and if all Conditions Precedent are satisfied or waived (where capable of waiver):

- eligible Scheme Shareholders will receive the Scheme Consideration; and
- Lynch will become a wholly owned Subsidiary of Hasfarm Bidco and will be delisted from ASX.

If the Scheme is not approved, Scheme Shareholders will not receive the Scheme Consideration and Lynch will continue to operate as a standalone entity listed on ASX.

4.2 Overview of the Scheme Consideration.

The Scheme Consideration is a cash price of \$2.155 per Lynch Share.

By way of background, under the Scheme Implementation Agreement, Hasfarm Bidco agreed to offer Lynch Shareholders a cash price of \$2.245 per Lynch share, less the cash amount of the Permitted Dividend paid by Lynch before the implementation Date. On 18 September 2025, Lynch paid the Permitted Dividend of \$0.09 per Lynch Share to Lynch Shareholders on the Lynch Share Register on 3 September 2025, which did not form part of the Scheme Consideration and was paid irrespective of whether the Scheme proceeds.

Accordingly, if the Scheme is implemented, then Lynch Shareholders who hold Lynch Shares as at the Scheme Record Date will receive the Scheme Consideration of \$2.155 per Lynch Share.

4.3 Provision of the Scheme Consideration

If the Scheme becomes Effective and is implemented, each Lynch Shareholder will receive the Scheme Consideration in respect of the Lynch Shares held by them on the Scheme Record Date (currently expected to be 5.00pm (AEDT) on 2 December 2025).

Where the calculation of the aggregate Scheme Consideration to be provided to a Scheme Shareholder would result in the Scheme Shareholder becoming entitled to a fraction of a cent, the fractional entitlement will be rounded down to the nearest whole cent.

Payment of Scheme Consideration

The Scheme Consideration will be paid in Australian currency either (at Lynch's absolute discretion) into a bank account nominated before the Scheme Record Date by the Scheme Shareholder, including bank accounts nominated to receive dividend payments, or alternatively will be sent by cheque to the Scheme Shareholder at their Registered Address.

Lynch Shareholders can review and update their bank details online at <https://au.investorcentre.mpms.mufig.com> before the Scheme Record Date.

DISCLAIMER AND IMPORTANT NOTICES

4.4 Conditions Precedent to the Scheme

The Scheme will not become Effective and you will not receive the Scheme Consideration unless all of the Conditions Precedent to the Scheme are satisfied or waived (if capable of being waived) in accordance with the Scheme Implementation Agreement.

The Scheme is subject to a number of Conditions Precedent set out in clause 3.1 of the Scheme Implementation Agreement and summarised below:

Condition Precedent	Status as at Last Practicable Date
ASIC and ASX: ASIC and ASX issue or provide any consents, waivers, relief or approvals, or have done any other acts, which are necessary or which the parties agree (each acting reasonably) are desirable to implement the Scheme, and those consents, waivers, relief, approvals or other acts have not been withdrawn, revoked or adversely amended.	Lynch has not applied for and does not expect to apply for any waivers or relief from ASIC or ASX which would constitute a Condition Precedent.
Lynch Shareholder approval: Lynch Shareholders approve the Scheme at the Scheme Meeting by the Requisite Majorities under subparagraph 411(4)(a)(ii) of the Corporations Act.	The Scheme Meeting is scheduled for 11.00am (AEDT) on 21 November 2025.
Court approval: the Court makes orders approving the Scheme in accordance with section 411(4)(b) of the Corporations Act.	Lynch will apply to the Court for the necessary orders if the Scheme Resolution is approved at the Scheme Meeting by the Requisite Majorities. It is currently expected that the Second Court Date will be 27 November 2025 at 2.15pm (AEDT).
Independent Expert: The Independent Expert's Report concludes that the Scheme is in the best interests of Shareholders, and the Independent Expert does not adversely change or withdraw that conclusion.	KPMG Corporate Finance, in their capacity as Independent Expert has concluded that the Scheme is in the best interests of Lynch Shareholders, in the absence of a Superior Proposal. A copy of the Independent Expert's Report is included in Annexure A.
Other conditions: none of the following occur before 8.00am on the Second Court Date: • no law, rule, regulation, restraining order, preliminary or permanent injunction or other preliminary or final decision, order or decree is made by a court of competent jurisdiction or Government Agency which restrains, prohibits or impedes (or could reasonably be expected to restrain, prohibit or impede) the implementation of the Scheme is in effect; • the Target Representations and Warranties are not true and correct in all material respects; • the Bidder Representations and Warranties are not true and correct in all material respects; • a Material Adverse Effect; or • a Target Prescribed Event.	As at the Last Practicable Date, the Lynch Directors are not aware of any reason why any of these Conditions Precedent might not be satisfied before the End Date.
Lynch Options: Lynch has taken all necessary steps by 8.00am on the Second Court Date, including by executing all necessary documents, to ensure that the Lynch Options are dealt with in accordance with clause 4.5 of the Scheme Implementation Agreement and otherwise on terms acceptable to Hasfarm Bidco.	Lynch has passed all necessary resolutions to ensure the Lynch Options are dealt with in the manner agreed with Hasfarm Bidco pursuant to clause 4.5 of the Scheme Implementation Agreement. Lynch will take all necessary steps (including executing all necessary documents) shortly after the date of this Scheme Booklet (and prior to the Scheme Meeting).

For personal use only

4.5 Implications if the Scheme does not become Effective

If the Scheme does not become Effective:

- unless Lynch Shareholders choose to sell their Lynch Shares, for example on the ASX, Lynch Shareholders will continue to hold Lynch Shares and will be exposed to general risks as well as risks specific to Lynch, including those set out in Section 7 of this Scheme Booklet as well as potential future benefits in retaining exposure to Lynch's Business and assets;
- Lynch Shareholders will not receive the Scheme Consideration;
- the Break Fee, being \$2.7 million may be payable by Lynch to Hasfarm Bidco under certain circumstances. Those circumstances do not include the failure by Lynch Shareholders to approve the Scheme Resolution at the Scheme Meeting. Further information on the Break Fee is set out in Section 9.5;
- the Reverse Break Fee, being \$2.7 million (excluding of GST), may be payable by Hasfarm Bidco to Lynch if Lynch validly terminates the Scheme Implementation Agreement under certain circumstances. Further information on the Reverse Break Fee is set out in Section 9.5;
- Lynch will continue as an ASX-listed entity with management continuing to implement Lynch's business plan and financial and operating strategies;
- the price of a Lynch Share on the ASX will continue to be subject to market volatility and will likely fall in the absence of a Superior Proposal; and
- if there is a public announcement of a Competing Proposal or an intention to undertake or propose a Competing Proposal, Hasfarm Bidco may exercise the options under the Next Call Option Deed or the MA Call Option Deed and acquire up to 24,291,156 Lynch Shares (representing voting power in Lynch of up to 19.9%) prior to the Option Expiry Date. Further information on the Next Call Option Deed and the MA Call Option Deed is set out in Section 1.4.

4.6 Intentions regarding the continuation of Lynch's Business

The Corporations Regulations require a statement by the Lynch Directors of their intentions regarding:

- the continuation of the business of Lynch or how Lynch's Business will be conducted;
- any major changes to be made to the business of Lynch, including any redeployment of the fixed assets of Lynch; or
- the future employment of the present employees of Lynch.

If the Scheme is implemented

If the Scheme is implemented, Hasfarm Bidco will acquire and control Lynch. Accordingly, it is not possible for the Lynch Directors to provide a statement of their intentions after the Scheme is implemented regarding the matters listed above. Hasfarm Bidco's current intentions in relation to Lynch and its directors and employees if the Scheme is implemented are outlined in Section 6.

If the Scheme is not implemented

If the Scheme is not implemented, the Lynch Directors intend to continue to operate Lynch in the ordinary course of business, including with respect to the matters listed above, and for Lynch to remain listed on the ASX. For further information, also see Section 4.5 above.

4.7 Key steps in the Scheme

Preliminary steps

- **Scheme Implementation Agreement:** On 20 August 2025, Lynch, Hasfarm and Hasfarm Bidco executed the Scheme Implementation Agreement under which, among other things, Lynch agreed to propose the Scheme to Lynch Shareholders. A summary of the key terms of the Scheme Implementation Agreement is set out at Section 9.5 of this Scheme Booklet.

KEY CONSIDERATIONS RELEVANT TO YOUR VOTE

- **Deed Poll:** Hasfarm and Hasfarm Bidco have each executed the Deed Poll in favour of Scheme Shareholders. Subject to the Scheme becoming Effective, pursuant to the Deed Poll, Hasfarm Bidco undertakes in favour of each Scheme Shareholder to pay the Scheme Consideration and undertake all other actions and give each acknowledgement, representation and warranty attributed to it under the Scheme. Hasfarm unconditionally and irrevocably guarantees the performance by Hasfarm Bidco of these obligations. A copy of the Deed Poll is attached at Annexure C.

Scheme Meeting

The Court has ordered Lynch to convene the Scheme Meeting to be held on 21 November 2025 at the registered offices of MUFG Pension & Market Services, Liberty Place, Level 41, 161 Castlereagh Street Sydney NSW 2000, at which Lynch Shareholders will be asked to approve the Scheme.

The terms of the Scheme Resolution are contained in the Notice of Scheme Meeting in Annexure D. Instructions on how to vote at the Scheme Meeting (including how to appoint a proxy, attorney or corporate representative who may attend and vote on your behalf) are set out in Section 3.2 and are also contained in the Notice of Scheme Meeting in Annexure D.

To be passed, the Scheme Resolution must be approved by the Requisite Majorities, being:

- unless the Court orders otherwise, a majority in number (more than 50%) of Lynch Shareholders present and voting at the Scheme Meeting (either in person, online or by proxy, attorney, or in the case of corporate Lynch Shareholders, body corporate representative); and
- at least 75% of the total number of votes cast on the Scheme Resolution at the Scheme Meeting by Lynch Shareholders present and voting (either in person, online or by proxy, attorney, or in the case of corporate Lynch Shareholders, body corporate representative).

Lynch Shareholders who are registered on the Lynch Share Register at 7.00pm (AEDT) on Wednesday, 19 November 2025 are entitled to vote on the Scheme.

You should be aware that even if you do not vote, or vote against the Scheme, the Scheme may still be implemented if it is approved by the Requisite Majorities of Lynch Shareholders and the Court. If this occurs, your Lynch Shares will be transferred to Hasfarm Bidco and you will receive the Scheme Consideration even if you did not vote on, or voted against, the Scheme.

The results of the Scheme Meeting will be available shortly after the conclusion of the Scheme Meeting and will be announced to the ASX.

Second Court Date

Lynch will apply to the Court for orders approving the Scheme if:

- the Scheme Resolution is approved by the Requisite Majorities of Lynch Shareholders at the Scheme Meeting; and
- all Conditions Precedent to the Scheme have been satisfied or waived (where capable of waiver).

The date on which the Court hears Lynch's application is the Second Court Date, which is expected to be 27 November 2025 at 2.15pm (AEDT). Any change to this date will be announced through the ASX.

Each Lynch Shareholder has the right to appear at the hearing on the Second Court Date by filing with the Court and serving on Lynch a notice of appearance in the prescribed form with any affidavit that the Lynch Shareholder proposes to rely on.

The Court has discretion as to whether to grant the orders approving the Scheme, even if the Scheme Resolution is approved by the Requisite Majorities of Lynch Shareholders.

Effective Date

If the Court order approving the Scheme is obtained in accordance with section 411(4)(b) of the Corporations Act, Lynch will lodge with ASIC an office copy of the Court order approving the Scheme in accordance with section 411(10) of the Corporations Act by no later than the Business Day after the date on which the Court order was made (or such later date as agreed in writing by Hasfarm Bidco). The date the office copy of the Court Order is lodged with ASIC will be the Effective Date. Lynch must apply to the ASX for Lynch Shares to be suspended from official quotation on the ASX from close of trading on the Effective Date.

For personal use only

Scheme Record Date and entitlement to the Scheme Consideration

Those Lynch Shareholders who are recorded on the Lynch Register on the Scheme Record Date (currently intended to be 5.00pm (AEDT) on 2 December 2025) will be entitled to receive the Scheme Consideration in respect of the Lynch Shares they hold at that time, on the Implementation Date (currently expected to be 9 December 2025).

Implementation Date

If the Scheme becomes Effective, on the Implementation Date, currently anticipated to be 9 December 2025:

- subject to receipt of the funds from Hasfarm Bidco, Lynch will pay or procure payment of the Scheme Consideration as described in Section 4.3 above from the Trust Account to each Scheme Shareholder; and
- subject to the payment of the Scheme Consideration to Scheme Shareholders as referred to in Section 4.3 above, all of the Lynch Shares will be transferred to Hasfarm Bidco by Lynch and Lynch will enter the name of Hasfarm Bidco into the Lynch Share Register in respect of all Lynch Shares.

End Date

Under the Scheme, the Scheme will lapse and be of no further force or effect (and implementation will not occur) if the Effective Date has not occurred on or before the End Date (being 31 December 2025 or such other date as is agreed by Lynch and Hasfarm Bidco in writing).

Lynch, Hasfarm and Hasfarm Bidco have agreed that, if the Scheme will not be implemented on or before 31 December 2025, then they must amend the Scheme Implementation Agreement to extend the End Date to 30 June 2026 and to include a new Condition Precedent (which cannot be waived) that the Hasfarm Bidco must receive:

- a determination from the ACCC that the Transaction:
 - is not required to be notified;
 - may be put into effect, either unconditionally or subject to conditions or undertakings acceptable to Hasfarm Bidco (acting reasonably), and the application is no longer subject to review; or
 - would be of public benefit, on either an unconditional basis or subject to conditions or undertakings acceptable to Hasfarm Bidco (acting reasonably), and the application is no longer subject to review; or
- a decision from the Australian Competition Tribunal that the Transaction may be put into effect or would be of public benefit, on either an unconditional basis or subject to conditions or undertakings acceptable to Hasfarm Bidco (acting reasonably), and that decision is no longer subject to judicial review or any application for judicial review has been dismissed.

This is necessary due to a change of law which introduces a mandatory and suspensory ACCC notification regime from 1 January 2026. As a result, if implementation of the Scheme is postponed beyond 31 December 2025, then Hasfarm Bidco will be required to notify the ACCC of the Transaction under the new regime and the parties will be prohibited from putting the Transaction into effect before the above Condition Precedent is satisfied.

4.8 Warranties by Scheme Shareholders

Under the terms of the Scheme, each Lynch Shareholder is deemed to have warranted to Lynch and Hasfarm Bidco, and deemed to have appointed and authorised Lynch as its attorney and agent to warrant to Hasfarm Bidco, on the Implementation Date, that:

- all their Lynch Shares (including any rights and entitlements attaching to those shares) which are transferred to Hasfarm Bidco under the Scheme will, as at the date of the transfer, be fully paid and free from all encumbrances or any other third party interest or restrictions on transfer of any kind;
- they have full power and capacity to sell and to transfer their Lynch Shares (including any rights and entitlements attaching to those shares) to Hasfarm Bidco under the Scheme; and
- they have no existing right to be issued any Lynch Shares, Lynch Options, Lynch performance rights or any other Lynch equity securities.

4.9 Delisting of Lynch

Lynch will apply for the termination of the official quotation of Lynch Shares on the ASX and for Lynch to be removed from the official list of ASX, each to occur on the trading day immediately following the Implementation Date.

Section 5

Overview of Lynch



5. OVERVIEW OF LYNCH

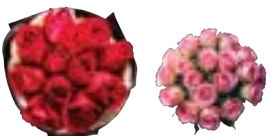
Introduction

The Lynch Group is a vertically integrated value added wholesaler and grower of flowers and potted plants into Australia and China, and is one of the largest wholesalers of floral and potted products to Australian supermarkets and a leading grower of premium flowers with an established wholesale platform in China.

Lynch's management believes Lynch Group's vertically integrated business model, strong relationships with global flower breeders and growers, know how on the floral end to end supply chain and category leadership in product innovation and merchandising, positions it as an ideal supplier and partner to floral retailers.

As shown in Figure 1 below, the Lynch Group is predominantly a grower and wholesaler of flowers and provides consumer ready products to retailers across the three main consumer product categories: straights, arrangements / bouquets, and potted plants.

Figure 1: The Lynch Group's core consumer products

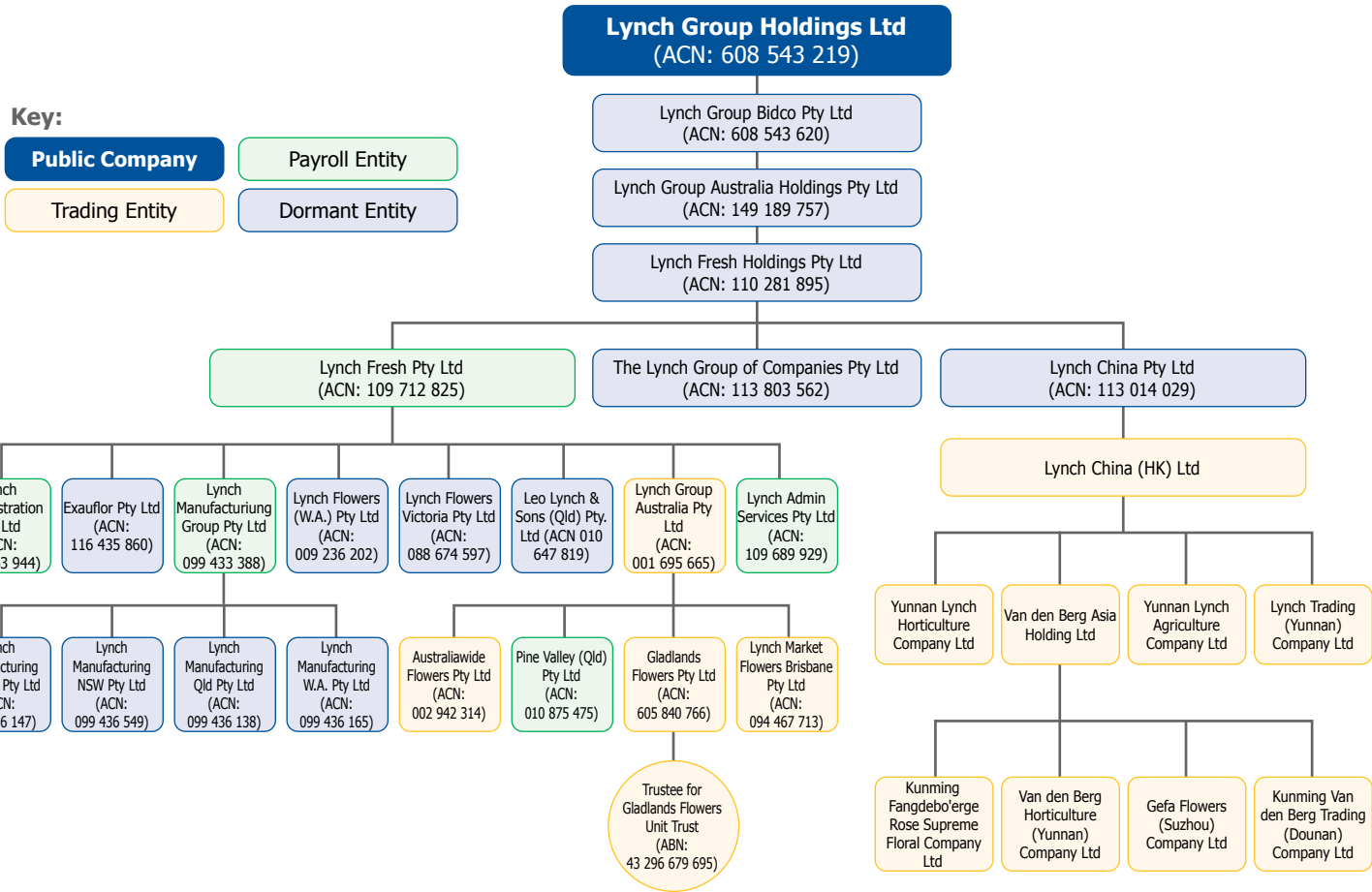
	Straights 	Arrangements/bouquets 	Potted plants 
Consumer vase life	c. 7–8 days	c. 7–8 days	c. 5+ years
Customer proposition	Gifting and self consumption – flexibility to customise	Primarily gifting – ' <i>complete solution</i> ' for customer	Gifting and self consumption
Complexity	Low – speed-to-market and handling key to ensure quality	High – seasonal demand and scaled processing required	Low – visual presentation key

The characteristics of flowers, including a short vase life, delicate handling requirements and complex supply chain, have broad implications for Lynch Group's business model, competitive position and growth strategy. Throughout its history of more than 100 years, the Lynch Group has transitioned from a floral grower and wholesaler into a scaled, vertically integrated supplier in the global floral market, with core competencies across the floral supply chain from breeding to retailing. With over 35 years of retailing and merchandising experience with leading Australian retailers, the Lynch Group has developed strong insight into consumer trends and sell through performance, providing meaningful value add at the retailing end of the supply chain.

5.1 Corporate structure chart

Set out below is the current corporate structure of the Lynch Group as at the date of this Scheme Booklet. As at the Implementation Date, all Subsidiaries of Lynch will be wholly owned by Hasfarm Bidco.

For personal use only



5.2 Overview of Lynch Group's operations

The Lynch Group operates two business divisions: Australia and China.

Australia

The Lynch Group provides wholesale floral and potted products to several retail channels in Australia including supermarkets, chained retail, online marketplaces and florists. The Lynch Group predominantly provides wholesale floral products to large Australian supermarkets such as Coles, Woolworths, Aldi, Costco and IGA.

The Lynch Group has two distinct store models for the supermarkets it supplies – 'sale-or-return' (**SOR**) and 'Core'. The SOR model gives the Lynch Group greater flexibility on volume and range in addition to reducing the risks for supermarkets as the Lynch Group takes responsibility for any waste that occurs in connection with unsold products. This channel provides the Lynch Group with the opportunity to optimise the product weight and mix, supported by a higher investment (i.e. store visit frequency) in merchandising. Figure 2 on the following page provides a comparison of Core and SOR store.

Figure 2: Comparison of Core and SOR stores

SOR		Core
Wastage/credits	Lynch takes responsibility for wastage, operating under a different pricing model to core stores	Supermarkets take responsibility for wastage
Product range	- Lynch has flexibility on product specification - Flexibility on every day product lines and 'over and above' opportunities	- Product range review is collaborative between Lynch and the customer - Strong collaboration and bilateral relationship
Delivery	Lynch delivers directly to stores	Lynch typically delivers to customers' distribution centres

The Lynch Group also has a strategic presence as a wholesaler across other floral retail channels. The Lynch Group’s expertise enables it to effectively meet the requirements of these national supermarket and retail chains. Similar to supermarkets, national chains are seeking the secure, year-round supply of finished floral products and a partner with national distribution capabilities. The Lynch Group’s customers in the chained retail segment include Big W, Bunnings, Spar and various petrol stations.

The Lynch Group also services online marketplaces, independent, and florist retail channels through its warehouse facilities in Sydney, Adelaide, Brisbane, Perth, Canberra and Newcastle. Through its FlowerHQ brand, the Lynch Group sells semi processed, non value added floral products as well as full service value-added products at these locations.

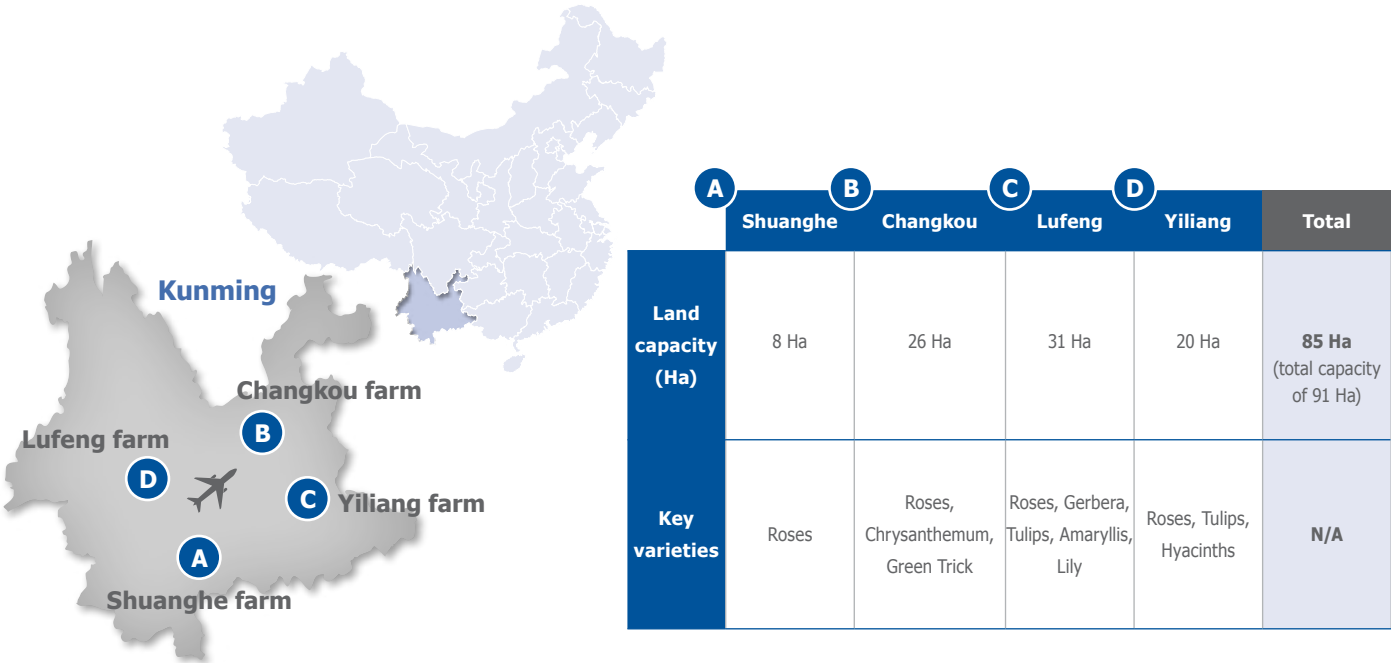
The Lynch Group manages and operates two farms in Australia and has executed annual contracts with several other partner farms in Australia to secure supply of specific floral and potted products. As disclosed to ASX on 4 April 2025, the Group plans to close one of these farms (located in Queensland), with the closure expected to be around 30 June 2026.

China

The Lynch Group has a strong presence as a flower producer and grower in China. The Lynch Group manages and operates four farms across the Yunnan province in China. These farms are strategically located near transport hubs and include advanced greenhouse infrastructure with sophisticated, automated control systems.

In China, the Lynch Group has a land capacity of 91 hectares (with 85 hectares developed). The Lynch Group typically leases Lynch farms in China on 20 year leases, and are entered into with local village land holders and the local government. Figure 3 below provides an overview of Lynch’s existing four farms in Yunnan.

Figure 3: The Lynch Group’s existing four large-scale farms within the Yunnan Province



OVERVIEW OF LYNCH

The Lynch Group has developed long standing relationships with international cut flower breeders and breeder networks. The Lynch Group's established relationships with global breeders facilitates its ability to assess, grow and commercially exploit new genetics and enables it to enhance its product offering to customers.

Leveraging greenhouse infrastructure and substantial know how in modern floriculture for which the management of Lynch considers to be best in class, the Lynch Group is able to produce high yield, premium quality flowers at lower costs across the farms.

China sales

Domestic sales

The Lynch Group has an established platform for domestic sales of floral products in China. Operating for many years (since 2002), Lynch Group's sales platform seeks to disintermediate the multi tiered logistics and distribution channel structure that has historically operated in China, providing a more direct to market solution to customers. Lynch Group typically sells floral products to wholesalers in other Chinese cities, various Chinese retailers and directly to end consumers and retail florists via its own proprietary "WeChat" based web shop.

Additionally, Lynch Group sells packed flowers directly to wholesalers located in other Chinese cities. This approach essentially removes intermediaries from the multi-tiered sales process for flowers that typically occurs in China, including traditional auction houses and other wholesalers. As a result, many wholesalers prefer to deal directly with Lynch Group, as Lynch Group is able to provide competitive pricing and higher quality floral products compared to traditional supply pathways.

Direct sales to retailers and end consumers

Lynch Group sells consumer ready products directly to retailers, which includes supermarkets and online retailers, and directly to end consumers and retail florists via Lynch Group's own proprietary "WeChat" web shop.

Lynch Group is a highly differentiated partner in China, capable of delivering consistent volume, price, and quality to domestic retailers on a year round basis, which is highly valued by customers and delivers predictability to their floral product offering. Lynch Group has successfully established end to end cool chain logistics with a third party provider, Shunfeng Express, to deliver floral products from farms to customer distribution centres.

Lynch Group has secured a number of Chinese supermarket chains as online and offline customers, including Sam's Club, Olé, Ding Dong and Hema. As Chinese supermarkets expand their floral product offerings over time, Lynch Group is able to utilise its experience in floral design and margin management to create appealing, value added consumer ready products at scale and further strengthen these relationships while attracting new customers.

Export sales

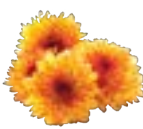
Lynch Group exports products from its managed farms in China, as well as third party procured flowers, to support Lynch Group's Australian business and other export customers.

Lynch Group's floral procurement strategy

Lynch Group's products are sourced through its diversified procurement strategy through the combination of its own farms and broad network of third-party growers to ensure sustainable year-round supply of high-quality products. Approximately 12% of the Lynch Group's Australian procurement comes from its managed and operated farms in Australia and China, with the remaining 88% sourced from third-party grower partners in Australia and key floral growing regions offshore including Kenya, Columbia, Vietnam, Ecuador, India, Malaysia and others. In Australia, Lynch Group typically imports floral varieties to satisfy peaks in demand associated with events or to procure specific breeds that are not currently grown in Australia or are out of season. The geographic diversification across growing regions helps to offset seasonal impacts and mitigates exposure to agricultural risks. Figure 4 on the following page highlights the Lynch Group's geographic sourcing profile.

For personal use only

Figure 4: Top import countries by product

	 Roses	 Spray roses	 Carnation	 Gypsophilia	 Chrysanthemum	 Lisianthus
China	✓	✓	✓			✓
Kenya	✓	✓	✓	✓		
Colombia	✓		✓		✓	
Vietnam					✓	✓
Ecuador	✓			✓		

Lynch Group's partnerships with growers in Australia enable Lynch to offer a broader product range. Through these growers, and through product grown on its own farms, Lynch Group can access and secure floral supply, as well as potted plants (which typically cannot be imported in soil into Australia).

The Lynch farms in China are also an important part of Lynch Group's procurement strategy. The relative proximity of China to Australia also assists with the speed to market from reduced shipping times compared to other regions. The favourable growing conditions at its farms in China helps to provide Lynch Group's Australian business with secure, year-round supply of high-quality products. In addition, lower per stem production costs at Lynch Group's farms in China, compared to imported supply, enhances its ability to deliver high quality flowers at more competitive prices to Australian retailers and to grow new floral varieties on its farms.

5.3 Summary of recent acquisitions

Year	Acquisition
2018	Lynch acquired Pine Valley, a flower wholesaler in Queensland
2019	Lynch acquired a 20% stake in VDB Asia, a premium rose grower in China with two farms focused on production for Chinese customers
2021	Lynch acquired remaining 80% stake in VDB Asia

5.4 Lynch strategy

Australia

Supermarket channel structural growth

Lynch Group is a key contributor to and beneficiary of the growing floral retail industry in Australia. Lynch Group's management believes that improving consumer perceptions around the freshness and quality of floral products in supermarkets will contribute to continued floral sales growth, as evidenced by the significant growth of floral products in supermarkets in the United Kingdom. This growth has been driven by improved perceptions around freshness and product quality of floral products. Lynch Group is contributing towards this structural shift in Australia through increased convenience in purchasing products and by enhancing product freshness through increased product velocity through to end consumers. Additionally, Lynch Group is expanding its SOR store conversion strategy and national merchandising efforts, which have demonstrated a track record of improving consumers' quality perceptions and improved sales performance.

OVERVIEW OF LYNCH

Enhance merchandising effectiveness to support like for like sales growth and profitability (i.e. lower waste) across customer store network

The depth of data from Lynch Group's merchandising technology platform continues to evolve with real time data and analytics facilitating efficient decision making in relation to product range and volume. Lynch Group plans to continue to analyse the current and historical data available to ensure best possible decision making around range and operational efficiency to drive improved profitability.

Investment in product innovation

Lynch Group plans to continue investing in product innovation with the objective of providing premium quality and on trend curated ranges designed to offer value to consumers and to align with consumer demands.

Grow Sale or Return (SOR) store network and support more Core stores with merchandising

During the most recent financial year, Lynch Group converted an additional 50 SOR stores, increasing SOR store numbers to 29% of its key customers store network. Lynch Group plans to drive further sales growth by continuing to work with its customers to grow the SOR store network. Existing SOR stores generally over index Core stores from the unique service model – tailored range, direct store delivery, and dedicated merchandising. As SOR continues to expand to new areas, this will allow additional Core stores in the same area to be considered for merchandising. Lynch Group believes there are significant opportunities to further grow the SOR network.

Deliver operational improvements focussed on product quality and speed to the consumer

Further investment in automated bouquet lines is planned for additional sites. Lynch Group intends to relocate its site in Western Australia in FY26. Accordingly, ongoing transport management initiatives are expected to be completed.

Execute on new channel development initiatives

Further opportunities for expansion in the wholesale and florist channel (both greenfield and acquisition-based) continue to be actively considered along with developing a product offering for customers or regions in the supermarket channel not currently serviced.

China

Increase retail channel partnerships

Lynch Group has developed strong retail customer relationships. It plans to leverage the success of these existing retail partners into new customer acquisitions aided by its expansion of processing facilities in major centres.

Build processing facility network, replicating Shanghai and Guangzhou facilities into other major metropolitan areas

Lynch Group intends to actively explore further sites in other major metropolitan cities to support its existing Shanghai and Guangzhou sites with a view to adding one additional site in FY26.

Expand farm production footprint

Since 2019, Lynch Group has added more than 40 hectares of productive land across its existing four farms and intends to put a pause on material investments in a new farm at this point. However, modest incremental expansion and upgrades to existing farms are expected to continue from time to time.

Australian segment know-how to further develop vertically integrated floral supply model into China

To support ongoing growth with its retail customers, Lynch Group intends to continue strengthening its domestic China team's capabilities in product development and scaled value-added production capacity.

5.5 Lynch Board and Senior Executives

Lynch Board

Name	Position
Patrick Elliott	Non-Executive Director (Representative of Next Capital) & Chair of the Board
Hugh Toll	Group Chief Executive Officer & Managing Director
Peter Clare	Independent Non-Executive Director
Elizabeth Hallett	Independent Non-Executive Director
Peter Arkell	Independent Non-Executive Director

Executive Management Team

Name	Position
Hugh Toll	Group Chief Executive Officer
Steve Wood	Group Chief Financial Officer
David Di Pietro	Chief Executive Officer, Australia
Dirk Vlaar	Chief Executive Officer, China

5.6 Historical financial information

Basis of preparation

This Section 5.6 sets out a summary of historical audited financial information in relation to Lynch Group for the purpose of this Scheme Booklet. The financial information has been extracted from Lynch Group's financial statements for the financial years ended 29 June 2025 (**FY25**) and 30 June 2024 (**FY24**) which are audited.

The historical financial information of Lynch Group presented in this Scheme Booklet is an abbreviated form and does not contain all the disclosures, presentations, statements or comparatives that are provided in an annual report prepared in accordance with the Corporations Act. Lynch Group considers that for the purposes of this Scheme Booklet, the historical financial information presented in an abbreviated form is more meaningful to Lynch Shareholders. This historical financial information has been prepared in accordance with Australian Accounting Standards and is presented on a standalone basis.

Further detail on Lynch Group's financial performance can be found in:

- the financial statements for the year ended 29 June 2025 (included in the Annual Report released to ASX on 16 October 2025 (**FY25 Annual Report**));
- the financial statements for the year ended 30 June 2024 (included in the Annual Report released to ASX on 17 October 2024); and
- the financial statements for the year ended 2 July 2023 (included in the Annual Report released to ASX on 19 October 2023),

each of which can be found on Lynch Group's website (<https://www.lynchgroup.com.au/investor-centre/results-reports-and-announcements>) and the ASX website (www.asx.com.au).

OVERVIEW OF LYNCH

Historical Consolidated Statement of Profit or Loss and Other Comprehensive Income (full years ended 29 June 2025 and 30 June 2024)

	Year ended 29 June 2025 \$'000	Year ended 30 June 2024 \$'000
Continuing operations		
Revenue		
Total revenue	430,465	397,715
	430,465	397,715
Add: income		
Other income	91	71
Fair value loss on biological assets	(101)	(336)
Less: expenses		
Changes in inventories	1,734	(2,410)
Raw materials and consumables used	(233,975)	(209,245)
Employee benefits expenses	(60,888)	(54,897)
Contractors' expenses	(46,622)	(41,553)
Freight expenses	(26,569)	(26,058)
Depreciation and amortisation expense	(26,437)	(24,640)
Selling and marketing expenses	(732)	(741)
Occupancy expenses	(2,609)	(1,914)
Other expenses	(24,074)	(21,013)
Finance costs	(6,784)	(6,506)
Impairment expenses	(6,496)	(30,119)
	(433,462)	(419,361)
Loss before income tax expense	(2,997)	(21,646)
Income tax expense	(1,034)	(4,406)
Loss for the year	(4,031)	(26,052)
Other comprehensive gain/(loss) that will subsequently be reclassified to loss		
Foreign currency translation differences	3,093	(338)
Cash flow hedges – effective portion of changes in fair value net of tax	(522)	(289)
Other comprehensive gain/(loss), net of tax	2,571	(627)
Total comprehensive loss attributable to: Lynch Group Holdings Limited	(1,460)	(26,679)
Earnings per share for profit attributable to ordinary shareholders	June 2025 Cents	June 2024 Cents
Basic	(3.30)	(21.34)
Diluted	(3.30)	(21.34)

For personal use only

Historical Consolidated Statement of Financial Position (as at 29 June 2025 and 30 June 2024)

	29 June 2025 \$'000	30 June 2024 \$'000
ASSETS		
Current assets		
Cash and cash equivalents	30,831	32,345
Trade and other receivables	25,105	19,897
Inventories	12,088	10,522
Biological assets	3,434	6,039
Other assets	7,114	6,210
Total current assets	78,572	75,013
Non-current assets		
Property, plant and equipment	74,558	85,324
Deferred tax assets	4,276	-
Right-of-use assets	35,277	41,136
Intangible assets	149,905	154,561
Total non-current assets	264,016	281,021
Total assets	342,588	356,034
LIABILITIES		
Current liabilities		
Trade and other payables	50,291	44,231
Current tax liabilities	800	5
Lease liabilities	6,061	5,530
Borrowings	5,009	4,154
Provisions	9,269	8,164
Total current liabilities	71,430	62,084
Non-current liabilities		
Lease liabilities	33,975	39,139
Borrowings	49,813	50,909
Provisions	3,704	3,951
Deferred tax liabilities	1,490	1,158
Total non-current liabilities	88,982	95,157
Total liabilities	160,412	157,241
Net assets	182,176	198,793
EQUITY		
Issued share capital	245,653	245,653
Reserves	12,394	9,111
Accumulated losses	(75,871)	(55,971)
Total equity	182,176	198,793

OVERVIEW OF LYNCH

Historical Consolidated Statement of Cash Flows (full years ended 29 June 2025 and 30 June 2024)

	Year ended 29 June 2025 \$'000	Year ended 30 June 2024 \$'000
Cash flows from operating activities		
Receipts from customers	460,286	430,934
Payments to suppliers and employees	(422,066)	(391,930)
Receipts from government grants and other income	91	71
Interest and other costs of finance paid	(6,634)	(6,356)
Income taxes paid	(3,947)	(6,171)
Net cash generated by operating activities	27,730	26,548
Cash flows from investing activities		
Payments for property, plant and equipment and intangible assets	(7,158)	(11,534)
Net cash used in investing activities	(7,158)	(11,534)
Cash flows from financing activities		
Proceeds from bank loans	1,611	3,372
Repayment of bank loans	(2,150)	(3,590)
Dividends paid	(15,869)	(13,427)
Repayment of principal component of lease liabilities	(5,684)	(5,355)
Net cash used by financing activities	(22,092)	(19,000)
Net decrease in cash and cash equivalents	(1,520)	(3,986)
Cash at the beginning of the year	32,345	36,409
Effect of movement in foreign exchange rate	6	(78)
Cash at the end of the year	30,831	32,345

5.7 Material changes in financial position

Dividends

As disclosed in the FY25 Annual Report, in respect of the financial year ended 29 June 2025, the Lynch Board declared a fully franked dividend of \$0.09 per Lynch Share on 20 August 2025. This dividend (being \$11.0m in total) was paid to Lynch Shareholders on 18 September 2025.

Borrowings

As disclosed in the FY25 Annual Report as at 29 June 2025, Lynch had undrawn borrowings with China Merchant Bank of \$4.3m and Yunan Rural Credit Cooperatives of \$0.6m. These amounts have been fully drawn in order to fund working capital requirements in association with Lynch's FY26 tulip bulb program in China.

Other

As at the Last Practicable Date, to the knowledge of Lynch Directors, other than the items noted above, the financial position of Lynch Group has not materially changed since 29 June 2025, as reported in the Lynch Group FY25 Annual Report.

5.8 Capital structure

Type of security	Number on issue as at the Last Practicable Date
Lynch Shares	122,066,112
Lynch Options	13,459,379
Lynch performance rights	Nil

5.9 Substantial shareholders in Lynch Shares

Substantial shareholders as disclosed in the last substantial holder notices given to Lynch under the Corporations Act, as at the Last Practicable Date.

Substantial holders	Number of Lynch Shares as at the Last Practicable Date	Voting power in Lynch as at the Last Practicable Date ¹	Date of last substantial holders notice
Next Capital III GP Pty Limited as general partner of Next Capital III Management Partners, LP as general partner of and on behalf of Next Capital III, LP and Next Capital Services IIID Pty Limited as trustee of the Next Capital Trust IIID ²	28,236,320	23.1%	9 April 2021
Darwin Aus Bidco Pty Ltd, Darwin Aus Holdco Pty Ltd, Hasfarm Holdings Limited, Agravina Limited, Flora Pacific Limited, TPG Asia VIII SF Pte. Ltd., TPG Asia VIII Finance LP, TPG Asia VIII (B) BL, LP, TPG Asia VIII (B), LP, TPG Asia VIII (A), LP, TPG Hazel SG Pte. Ltd. and TPG Hazel Holdings Pte. Ltd.	24,291,156	19.9%	20 August 2025
Izzac Pty Ltd as trustee of the Cazzie Trust	16,380,000	13.4%	9 April 2021
FIL Limited, FIL Investment Management (Australia) Limited, FIL Investment Management (Singapore) Limited, FIL Responsible Entity (Australia) Limited	10,022,507	8.21%	1 March 2024
Bridge International Holding Limited	9,378,168	7.7%	9 April 2021

¹The voting power in Lynch (as at the Last Practicable Date) has been calculated based on current issued capital, and may be different to the voting power specified in the last substantial holder notice.

²Lynch Director Patrick Elliott is associated with, and is a co-founding partner of, Next Capital, a substantial shareholder of Lynch as set out above.

OVERVIEW OF LYNCH

Substantial holders	Number of Lynch Shares as at the Last Practicable Date	Voting power in Lynch as at the Last Practicable Date ¹	Date of last substantial holders notice
MA Financial Group Limited and the entities listed in Annexure A of the substantial holders notice	7,306,864	5.99%	11 September 2025
Mitsubishi UFJ Financial Group, Inc.	6,420,172	5.26%	16 September 2025
Van den Berg Roses Asia B.V.	6,252,112	5.1%	9 April 2021

5.10 Lynch Share price history

Lynch is listed on the ASX under the code LGL. On 19 August 2025, being the last trading day prior to the announcement of the Transaction:

- the closing price of Lynch Shares on the ASX was \$1.75;
- the 3-month VWAP of Lynch Shares was \$1.74¹;
- the 6-month VWAP of Lynch Shares was \$1.67²; and
- the 12-month VWAP of Lynch Shares was \$1.70³.

At the Last Practicable Date:

- the closing price of Lynch Shares on the ASX was \$2.13;
- the 3-month VWAP of Lynch Shares was \$2.16⁴;
- the 6-month VWAP of Lynch Shares was \$2.15⁵; and
- the 12-month VWAP of Lynch Shares was \$2.10⁶.

The graph below shows the closing Lynch share price over the twelve months up to and including the Last Practicable Date.

Lynch Group (ASX: LGL) Share Price (\$ per share)



¹VWAP calculation based on cumulative IRESS trading data.

²VWAP calculation based on cumulative IRESS trading data.

³VWAP calculation based on cumulative IRESS trading data.

⁴VWAP calculation based on cumulative IRESS trading data.

⁵VWAP calculation based on cumulative IRESS trading data.

⁶VWAP calculation based on cumulative IRESS trading data.

5.11 Publicly available information about Lynch

Lynch is a listed disclosing entity for the purpose of the Corporations Act and as such is subject to regular reporting and disclosure obligations. Specifically, as a company listed on the ASX, Lynch is subject to the Listing Rules which require (subject to some exceptions) continuous disclosure of any information that Lynch has, and which a reasonable person would expect to have a material effect on the price or value of Lynch Shares.

ASX maintains files containing publicly disclosed information about all entities listed on the ASX. Information disclosed to the ASX by Lynch is available on the ASX website (www.asx.com.au) and also available on Lynch's website (<https://www.lynchgroup.com.au/investor-centre/results-reports-and-announcements>).

Lynch's announcements to ASX from 26 September 2024 to the Last Practicable Date are listed in the table below.

Date	Announcement
9 Oct 2025	Notification of cessation of Options FY24 and FY25
16 Sep 2025	Becoming a Substantial Holder (Mitsubishi UFJ Financial 12 Sep 25)
9 Sep 2025	Change in Substantial Holding (MA Financial 9 Sep 25)
3 Sep 2025	Ceasing to be a Substantial Holder - Mitsubishi UFJ Financial (2 Sep 25)
2 Sep 2025	Ceasing to be a Substantial Holder - Morgan Stanley (2 Sep 25)
27 Aug 2025	Becoming a Substantial Holder - Morgan Stanley (22 Aug 25)
27 Aug 2025	Becoming a Substantial Holder - Mitsubishi UFJ Financial (22 Aug 25)
26 Aug 2025	Ceasing to be a Substantial Holder - Regal (22 Aug 25)
25 Aug 2025	Change in Substantial Holder - Regal (21 Aug 25)
25 Aug 2025	Change in Substantial Holder - MA Financial
25 Aug 2025	Change in Substantial Holder - Regal (20 Aug 25)
21 Aug 2025	Notice of Initial Substantial Holder - LGL
20 Aug 2025	Lynch enters into a Scheme Implementation Agreement with Hasfarm
20 Aug 2025	Appendix 3A – Final FY25 dividend
20 Aug 2025	FY25 Appendix 4E
20 Aug 2025	FY25 Investor Presentation
20 Aug 2025	FY25 Results Announcement
16 Jul 2025	LGL Notice of Results FY25
12 Jun 2025	LGL FY25 Trading Update
9 Apr 2025	LGL Change of Share Registry Address
4 Apr 2025	LGL Trading Update and Strategic Review of Australian Potted Farms
19 Feb 2025	1H FY25 results announcement
19 Feb 2025	1H FY25 Notification of dividend
19 Feb 2025	1H FY25 Investor presentation
19 Feb 2025	1H FY25 Appendix 4D
3 Feb 2025	LGL Notice of Results 1H FY25
25 Nov 2024	LGL Appendix 3Y: Change of Director's Interest Notice - Hugh Toll
25 Nov 2024	LGL Notification of Issue of Unquoted Equity Securities - Hugh Toll
22 Nov 2024	LGL FY24 AGM Results of Meeting
22 Nov 2024	LGL FY24 AGM Presentation
22 Nov 2024	LGL FY24 AGM Chair and Group CEO Address
17 Oct 2024	LGL FY24 Annual report
17 Oct 2024	LGL FY24 Appendix 4G
17 Oct 2024	LGL FY24 AGM Notice of meeting

OVERVIEW OF LYNCH

Date	Announcement
17 Oct 2024	LGL FY24 Corporate Governance Statement
9 Oct 2024	LGL Notice of Change of Interests of Substantial Holder - MA Financial Group Ltd
8 Oct 2024	LGL Notice of Change of Interests of Substantial Holder - MA Financial Group Limited
26 Sep 2024	LGL Notice of Change of Interests of Substantial Holder - MA Financial Group Limited

In addition, Lynch is required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Lynch may be obtained from an ASIC office.

Lynch Shareholders may obtain copies of Lynch’s FY24 and FY25 Annual Reports from the ASX website (www.asx.com.au) or from Lynch’s website (<https://www.lynchgroup.com.au/investor-centre/results-reports-and-announcements>).

For personal use only

Section 6

Overview of the Bidder Group



6. OVERVIEW OF THE BIDDER GROUP

This Section 6 has been prepared by Hasfarm Bidco. This Section 6 provides information about the Bidder Group, including information regarding how the Scheme Consideration will be funded and Hasfarm Bidco's intentions if the Scheme is implemented.

The information concerning the Bidder Group, how Hasfarm Bidco is funding the Scheme Consideration and the intentions, views and opinions contained in this Section 6, has been provided by Hasfarm Bidco and is the responsibility of Hasfarm Bidco. Lynch and its directors do not assume any responsibility for the accuracy or completeness of this information.

6.1 The Bidder Group

Hasfarm Bidco

Hasfarm Bidco is an Australian proprietary company that was incorporated on 16 July 2025, and was incorporated specifically to acquire Lynch Shares under the Scheme. Hasfarm Bidco is a wholly owned subsidiary of Hasfarm Holdco, which is a wholly owned subsidiary of Hasfarm.

Other than entry into the Scheme Implementation Agreement and associated documents (including the Next Call Option Deed and MA Call Option Deed), and taking any steps contemplated by those documents, Hasfarm Bidco has no trading history, assets or liabilities.

Hasfarm Holdco

Hasfarm Holdco is an Australian proprietary company that was incorporated on 16 July 2025 and became the holder of all of the shares in Hasfarm Bidco on that date. Hasfarm Holdco has no trading history, assets (other than the shares in Hasfarm Bidco) or liabilities.

Further details of Hasfarm Holdco's sole member, Hasfarm, is set out below.

6.2 Overview of Hasfarm

In connection with the Scheme, Hasfarm has agreed to guarantee the obligations of Hasfarm Bidco under the Scheme Implementation Agreement.

Hasfarm is a leading, fully integrated floriculture company engaged in the cultivation, distribution and retail of cut flowers, pot plants and related products across Asia. The company operates as a low-cost producer with stable margins and has established a strong reputation for reliably supplying large volumes of high-quality flowers at competitive prices. Hasfarm is one of the largest tropical highland flower producers in Asia, a leading flower exporter, flower retailer and wholesaler in Vietnam, and a well-established importer and distributor of chrysanthemums in Japan.

In December 2024, TPG Hazel an indirect subsidiary entity of TPG Asia VIII acquired a majority interest in Hasfarm with the remaining ownership interests being held by entities associated with the founders of Hasfarm. TPG Asia VIII is controlled by / under common control of TPG Asia VIII Fund.

Further details regarding TPG are set out below.

6.3 Overview of TPG

TPG is a global investment firm founded in 1992 which invests in companies across a broad range of industries and geographies. Its investment platforms are across a wide range of asset classes, including private equity, growth venture, real estate, credit and public equity. As at June 2025, TPG had approximately US\$269 billion of assets under management worldwide.

OVERVIEW OF THE BIDDER GROUP

TPG has completed a number of investments in Australia including:

InvoCare	a company operating funeral homes, cemeteries & crematoria in Australia, New Zealand and Singapore
iNova Pharmaceuticals	a developer and marketer of over-the-counter and prescription medicines in Australasia, Asia-Pacific, South Africa and other international markets
Funlab	an Australian entertainment group specialising in 10-pin bowling, mini golf, and arcade-style venues
Made Group	an Australian beverages company which markets under the brands Cocobella, Impressed, Rokeby Farms and Nutrient Water
Greencross Limited	a specialist retailer of pet products and operator of one of Australia's largest veterinary services businesses
Novotech Holdings	one of Australia's largest contract research organisations and providers of clinical trial services
DTZ	a global property and real estate services firm with a significant Australian presence
Inghams Group Limited	the largest vertically integrated poultry supplier and producer in Australia and New Zealand
Healthscope Limited	a developer and operator of hospitals and other medical facilities throughout Australia
Alinta Energy	a leading Australian electricity and gas generator and retailer
Five Good Friends	an aged care and disability support services business providing technology-enabled home care across Australia

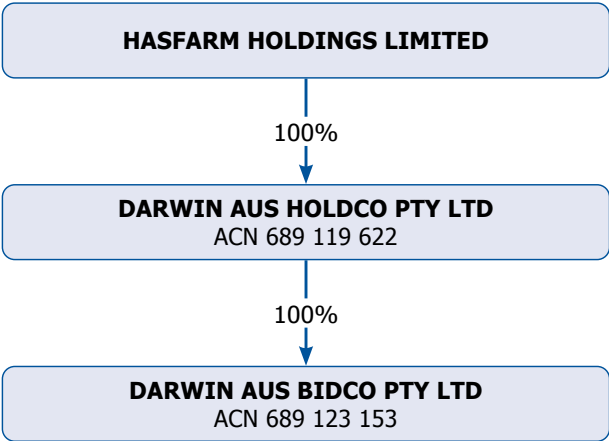
More information in relation on TPG can be found at www.tpg.com.

For personal use only

6.4 Ownership structure

Before implementation of the Scheme

Set out below is a current structure diagram of the Bidder Group.



After implementation of the Scheme

If the Scheme is implemented, Hasfarm will own Lynch through its wholly owned subsidiaries, Hasfarm Holdco and Hasfarm Bidco, as illustrated in the below structure diagram:



OVERVIEW OF THE BIDDER GROUP

6.5 Directors of Hasfarm Bidco and Hasfarm Holdco

As at the Last Practicable Date, the directors of each of Hasfarm Bidco and Hasfarm Holdco are Hamish Mitchell, David Tan and Adrianus (Aad) Gordijn. Brief profiles of each of these directors are set out below:

Director	Profile
Hamish Mitchell	Hamish Mitchell is a Business Unit Partner of TPG's Global Capital Markets team based in Australia, where he focuses on the firm's capital markets activities across the Asia-Pacific region. Prior to joining TPG in 2022, Hamish was an Investment Director at Metrics Credit Partners, having previously been a Managing Director at RBC Capital Markets. He also held roles at Goldman Sachs and National Australia Bank. Hamish received a Bachelor of Economics and Finance (First Class Honours) from RMIT University.
David Tan	David Tan is a Business Unit Partner of TPG Capital Asia based in Singapore and joined the firm in 2019. Before joining TPG, David was a Director at KKR with over 10 years private equity experience in Menlo Park, Hong Kong and Singapore. David received a B.A. from the College of Arts & Sciences, University of Pennsylvania and a B.S. from the Wharton School of the University of Pennsylvania.
Adrianus Gordijn	Adrianus (Aad) Gordijn is the Chief Executive Officer of Hasfarm, a position he was appointed to in 2019. Prior to this role, Aad served as the General Director of Dalat Hasfarm, Vice President Global Supply Chain at Ball Horticultural Company, and held senior management roles with Ball China and Ball Holland B.V. He began his career with Royal Van Zanten, where he spent over 20 years in various leadership positions across Italy, Brazil and the Netherlands.

6.6 Funding of the Scheme Consideration

(a) Cash funding arrangements

The maximum amount of Scheme Consideration payable by Hasfarm Bidco to Lynch Shareholders in connection with the Scheme is A\$268.8 million. This amount is calculated based on Lynch's fully diluted share capital of 124,733,137 Lynch Shares as at the date of this Scheme Booklet, which includes all Scheme Consideration payable in respect of all Lynch Options.

Hasfarm Bidco intends to fund the Scheme Consideration through a combination of:

- equity funding sourced from Hasfarm's existing cash; and
- loan facilities available to Hasfarm Bidco and Hasfarm (subject to meeting conditions precedent to drawdown).

The total amount available to Hasfarm Bidco under these arrangements exceeds the maximum aggregate amount of cash payable by Hasfarm Bidco under the Scheme.

The Scheme is not subject to a financing condition.

Each of the funding sources is described below.

(b) Equity funding

As at 30 September 2025, the Hasfarm Cash Reserves were in excess of US\$82 million. Hasfarm intends to use up to US\$40 million of the Hasfarm Cash Reserves to capitalise Hasfarm Bidco to fund the Scheme Consideration.

(c) External Debt Facilities

Hasfarm Bidco and Hasfarm entered into a binding debt commitment letter on 19 August 2025 (as restated on 18 September 2025) with Bank SinoPac Co. Ltd, Cathay United Bank Co., Ltd., E.SUN Commercial Bank, Ltd., ING Bank N.V., Singapore Branch, Standard Chartered Bank (Singapore) Limited, Taishin International Bank Co., Ltd. and The Hongkong and Shanghai Banking Corporation Limited (the **Lenders**) (**Debt Commitment Letter**). Under the Debt Commitment Letter, the Lenders have agreed to provide senior secured syndicated facilities to Hasfarm Bidco and Hasfarm (**Syndicated Acquisition Facilities**) in an aggregate amount of no less than A\$295,000,000 (term loan facility) and US\$25,000,000 (revolving credit facility).

The proceeds from the Syndicated Acquisition Facilities will be used for, among other purposes:

- funding part of the aggregate Scheme Consideration payable by Hasfarm Bidco;
- refinancing certain existing debt of the Bidder Group (including the Lynch Group);
- paying costs and expenses incurred in connection with the Scheme and associated transactions; and
- financing working capital and the general corporate purposes of the Bidder Group (including the Lynch Group).

It is expected that, prior to the Second Court Date, the Debt Commitment Letter will be superseded by a definitive long-form syndicated facilities agreement and related financing documentation between the parties to the Debt Commitment Letter and any other relevant parties. The material terms and conditions of these financing documents are outlined in the Debt Commitment Letter.

The funding of the Syndicated Acquisition Facilities pursuant to the long-form documentation is subject to the satisfaction of certain conditions precedent, which are customary for facilities of this type and include, among others:

- confirmation that the Effective Date (as defined in the Scheme Implementation Agreement) has occurred;
- that certain events of default (as are customary for facilities of this kind) are not subsisting or would result from the drawing of the applicable facilities; or
- that a change of control in respect of Hasfarm has not occurred.

It is anticipated that the conditions precedent mentioned above will be satisfied on or before the Second Court Date (other than certain conditions that are intended to be satisfied concurrently with, or prior to, the first drawdown under the Syndicated Acquisition Facilities on or before the Implementation Date, including the payment of fees and expenses).

If all conditions precedent are satisfied or waived, then subject to the provisions set out in the paragraph below and provided it is not unlawful for the Lenders to do so, the Lenders must provide the funds for their portion of the commitments under the Syndicated Acquisition Facilities.

The representations and warranties to be provided by Hasfarm Bidco and Hasfarm in relation to the Syndicated Acquisition Facilities are customary for a facility of this nature.

As at the Last Practicable Date, Hasfarm Bidco is not aware of any reason why the Syndicated Acquisition Facilities will not be available to be drawn down for the purposes of acquiring the Lynch Shares as contemplated by the Scheme or any reason why the conditions precedent will not be satisfied (including without limitation the occurrence of (or any circumstance that would lead to the occurrence of) any material misrepresentation, material event of default or change of control, in each case that would then give rise to a right to the Lenders to not fund the applicable facilities) and is confident they will be satisfied in time to ensure full payment of the aggregate Scheme Consideration for the Scheme Shares as and when due under the terms of the Scheme.

(d) Alternative capital sources

At the time funds are required by Hasfarm Bidco, Hasfarm may elect to source a portion of those funds from alternative capital sources in lieu of drawing on the Hasfarm Cash Reserves and Hasfarm Bidco Facility. If Hasfarm sources funds from these alternative capital sources, this will not impede or delay the performance of Hasfarm Bidco's obligations under the Scheme.

(e) Obligation to pay the Scheme Consideration

Pursuant to the terms of the Scheme, Hasfarm Bidco has agreed to deposit, or procure the deposit of, an amount equal to the Scheme Consideration payable to all Scheme Shareholders into the Trust Account by no later than the Business Day prior to the Implementation Date.

OVERVIEW OF THE BIDDER GROUP

Pursuant to the Deed Poll, each of Hasfarm Bidco and Hasfarm has undertaken in favour of each Scheme Shareholder that it will observe and perform all obligations contemplated of Hasfarm Bidco under the Scheme, including obligations relating to the provision and payment of the Scheme Consideration. As at the date of this Scheme Booklet, it is expected that Hasfarm will provide funding from the Hasfarm Cash Reserves and Hasfarm Bidco will draw under the Syndicated Acquisition Facilities (together with any further debt or other capital available to them at the time funds are required). Together, on behalf of Hasfarm Bidco, they will directly pay the aggregate amount of the Scheme Consideration into the Trust Account in accordance with their obligations under the Deed Poll.

(f) Reasonable Basis

Based on the arrangements outlined above, Hasfarm Bidco believes it has a reasonable basis for holding the view, and does hold the view, that it will be able to satisfy its obligations to fund and pay the Scheme Consideration when due and payable under the terms of the Scheme.

6.7 Intentions if the Scheme is implemented

If the Scheme is implemented, Hasfarm Bidco will become the holder of all Scheme Shares, and accordingly Lynch will become a wholly owned subsidiary of Hasfarm Bidco.

This Section 6.7 sets out Hasfarm Bidco's present intentions in relation to the continuation of the Business of Lynch (including the current business strategy) if the Scheme is implemented.

The statements of intention in this Section 6.7 are based on the information concerning the Lynch Group and its Business as well as the general business and economic environment known to Hasfarm at the time of preparation of this Scheme Booklet.

If the Scheme is implemented, Hasfarm Bidco intends to undertake a detailed review of the Business' assets and operations of the Lynch Business. Hasfarm Bidco will only make any final decisions considering the information available to it and circumstances at the relevant time following completion of its review of the Business. The statements in this Section 6.7 are therefore statements of present intention only, which may vary as added information becomes available or circumstances change.

(a) Removal from ASX

Hasfarm Bidco intends that quotation of Lynch Shares on the ASX will be terminated and Lynch will be removed from the official list of ASX on a date after the Implementation Date to be determined by Hasfarm Bidco.

(b) Board composition

If the Scheme becomes Effective and subject to Hasfarm Bidco having paid the Scheme Consideration in accordance with the Scheme Implementation Agreement, Hasfarm Bidco will nominate persons to be appointed to the Lynch Board and to the board of any Lynch Group Member, on the Implementation Date (or thereafter). Hasfarm Bidco will also nominate persons to resign from the Lynch Board or the board of any Lynch Group Member effective on the Implementation Date. At the date of this Scheme Booklet, the final composition of the post-Scheme Lynch Board and the board of each Lynch Group Member has not been confirmed.

(c) Employees

Lynch is a people-focused organisation. Hasfarm Bidco recognises that a skilled and motivated workforce is fundamental to sustaining Lynch's high standards, and that retaining and incentivising employees is essential to Lynch's future success. Following Implementation, Hasfarm Bidco intends to review Lynch's organisational structure and employee capabilities to ensure the Business has the right mix of talent, expertise and resourcing to support its strategic objectives and long-term growth.

(d) Business, operations and assets

Subject to the findings of the post implementation review referred to above, it is Hasfarm Bidco's intention (based on information presently known to it):

- to continue the Business of the Lynch Group;
- not to make any major changes to the Business of the Lynch Group; and
- not to redeploy any of the Lynch Group's fixed assets.

6.8 Other information

(a) Interests in Lynch Shares

As at the Last Practicable Date, Hasfarm Bidco has a Relevant Interest in 24,291,156 Lynch Shares (representing voting power in Lynch of 19.9%) pursuant to the Next Call Option Deed and MA Call Option Deed.

The Next Call Option Deed provides Hasfarm Bidco the right, but not the obligation, to call for the delivery of, and restrict the disposal of, 17,354,685 Lynch Shares held by Next Capital.

The MA Call Option Deed provides Hasfarm Bidco the right, but not the obligation, to call for the delivery of, and restrict the disposal of, 6,936,471 Lynch Shares held by MA Asset Management Ltd.

The exercise price under each of the Next Call Option Deed and MA Call Option Deed is equal to the Scheme Consideration.

(b) Acquisition of interests in Lynch Shares in previous four months

Except for:

- the Scheme Consideration, which Hasfarm Bidco and Hasfarm have agreed to provide under the Scheme, as outlined in the Scheme Implementation Agreement and Deed Poll; and
- the Next Call Option Deed and MA Call Option Deed;

neither Hasfarm Bidco nor any of its associates, has provided, nor agreed to provide, consideration for Lynch Shares under any transaction or agreement during the four-month period preceding the date of this Scheme Booklet.

(c) Pre-Scheme benefits

Neither Hasfarm Bidco, nor any of its associates have, during the period of four months before the date of this Scheme Booklet, given, or offered to give, or agreed to give, a benefit to another person which was likely to induce the other person or an associate to:

- vote in favour of the Scheme; or
- dispose of Lynch Shares,

where the benefit was not offered to all Lynch Shareholders under the Scheme.

(d) Benefits to Lynch Directors

Neither Hasfarm Bidco, nor any of its associates will be making any payment or giving any benefit to any current officers of Lynch or any Lynch Group Member as compensation or consideration for, or otherwise in connection with, their resignation from their respective offices dependent on the Scheme being implemented.

(e) Other agreements or arrangements

Neither Hasfarm Bidco, any Bidder Group Member nor their associates have made any agreement or arrangement with a Lynch Director in connection with or conditional upon the outcome of the Scheme.

6.9 No other material information

Except as disclosed elsewhere in this Scheme Booklet, there is no other material Bidder Group Information that is relevant to the decision-making process in relation to the Scheme. This refers to Bidder Group Information known to any director of Hasfarm Bidco as of the date of this Scheme Booklet, which has not already been disclosed to the Lynch Shareholders.

Section 7

Risks



7. RISKS

7.1 Introduction

In considering the Scheme, Lynch Shareholders should be aware that there are a number of risk factors, both general and specifically relating to Lynch, which may affect the future operating and financial performance of Lynch and the price and/or value of Lynch Shares.

If the Scheme proceeds, Lynch Shareholders who hold their Lynch Shares on the Scheme Record Date will receive the Scheme Consideration, will cease to hold Lynch Shares and will also no longer be exposed to the risks set out in Sections 7.2, 7.3 and 7.4 (and other risks to which Lynch may be exposed).

If the Scheme does not proceed, Lynch Shareholders will continue to hold Lynch Shares and continue to be exposed to risks associated with an investment in Lynch.

In deciding whether to vote in favour of the Scheme Resolution, Lynch Shareholders should read this Scheme Booklet carefully and consider the following risk factors. These risk factors do not take into account the individual investment objectives, financial situation, position or particular needs of Lynch Shareholders. In addition, this Section 7 is a summary only and does not purport to list every risk that may be associated with an investment in Lynch now or in the future. There may also be additional risks and uncertainties that are not currently known to Lynch but which may have a material adverse effect on Lynch's operating and financial performance and the value of Lynch Shares.

Whilst the Lynch Directors unanimously recommend that Lynch Shareholders vote in favour of the Scheme Resolution in the absence of a Superior Proposal, and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Lynch Shareholders in the absence of a Superior Proposal, Lynch Shareholders are encouraged to make their own independent assessment as to whether to vote in favour of the Scheme Resolution.

When considering the recommendation of Lynch Directors that you vote in favour of the Scheme Resolution, Lynch Shareholders should also have regard to the interests of each Lynch Director in the outcome of the Scheme. The interests of each Lynch Director, including the number and description of all securities in Lynch held or controlled by them and the total value of the financial benefit that each Lynch Director will receive if the Scheme is implemented, are set out in Section 9 of this Scheme Booklet.

In respect of the recommendation of Mr Toll, Lynch Shareholders should have regard to the fact that Mr Toll is currently employed as Group Chief Executive Officer of Lynch and receives employment benefits in that capacity. Mr Toll's employment status and his entitlement to receive those benefits will be unchanged if the Scheme is implemented, unless Lynch and Mr Toll agree otherwise. Mr Toll has advised Lynch that as at the Last Practicable Date he has not been offered any additional payment or entitlement if the Scheme is implemented (noting Mr Toll may receive certain bonus payments from Lynch detailed in Section 9.1 of this Scheme Booklet and if the Scheme becomes Scheme Effective, certain Lynch Options held by Mr Toll will have their vesting accelerated in the manner described in Section 9.3).

7.2 General risks

Lynch is exposed to a number of general risks that could materially adversely affect its assets and liabilities, financial position, profits, prospects, potential to make further distributions to Lynch Shareholders, and the price and/or value of Lynch Shares. General risks that may impact on Lynch or the market for Lynch Shares include:

(a) Macro-economic conditions: Interest rates

Based on commentary from the Reserve Bank of Australia, economic consensus, and central bank decisions overseas, the current trajectory of interest rates appears to be downwards. However, further increases, or a prolonged period of high interest rates could lead to depressed consumer buying and could have a material impact on Lynch Group's revenue. In addition, Lynch Group has external borrowings which attract variable interest repayments. A rise in interest rates would increase the interest payable on its borrowings. Refer also to Section 7.3(a) below regarding macro-economic conditions in China.

(b) Price of shares

There are general risks associated with any investment in the share market. The price of Lynch Shares may increase or decrease due to several factors. Those factors include fluctuations in domestic or global financial markets and general economic conditions, including macroeconomic conditions, exchange rates, commodity and oil prices, changes to government fiscal, monetary or regulatory policies, legislation or regulation, the removal or inclusion of Lynch from market indices, and the nature of markets in which Lynch operates. Additionally, there may be few or many potential buyers or sellers of Lynch Shares on the ASX at any time and this may affect the volatility of the market price of Lynch Shares. It may also affect the prevailing market price at which shareholders are able to sell their Lynch Shares.

(c) Foreign currency exposure

Some products sourced by Lynch Group are purchased directly in foreign currency and accordingly Lynch Group is exposed to the foreign exchange rate movements, particularly the AUD / CNY and AUD / USD rate. Material movements in the foreign exchange rates can have a material adverse effect on Lynch Group, including reduced consumer demand for products or increased costs to produce and distribute products.

(d) Information technology and cyber security

Lynch Group uses information technology systems throughout its operations. Key system unreliability, instability, or failure or deliberate or accidental compromise of the IT systems could impact Lynch Group's efficiency or profitability or lead to reputational damage.

(e) Macro-economic conditions: Inflation

A high inflationary environment may also affect consumer spending on discretionary items such as those offered by Lynch Group. Continuing increases in costs at a rate faster than can be recovered through range and price management could have a material impact on Lynch Group's financial performance. Refer also to Section 7.3(a) below regarding macro-economic conditions in China, which are deflationary.

7.3 Risks relating to the business and operations of Lynch

Like all businesses, Lynch is exposed to certain risks that are inherent to the nature of Lynch's operations or to the commercial environment in which Lynch operates. These risks may have an impact on the future operations or performance of Lynch and/or the value of Lynch Shares.

This Section 7.3 sets out some of the key risks associated with Lynch's Business and operations. They are not listed in order of importance, and it is not an exhaustive list of all risks involved in Lynch's Business.

While Lynch takes steps to manage each of these risks and to mitigate against their possible impacts (including by way of putting in place appropriate policies, reporting systems, training procedures or insurances), you should be aware that some of these risks and their potential consequences may be partly or wholly outside of the control of Lynch, its management and directors, or may not be successfully or fully mitigated by the mitigation steps that have been put in place. In those circumstances, Lynch's Business, operational performance and financial results may be materially adversely affected by the relevant risk.

(a) Macro-economic conditions: China

Presently, Lynch Group continues to experience subdued consumer confidence in China with consumers widely reported to be spending less on discretionary items. Higher than historical levels of unemployment in younger demographics and a deflationary environment are likely contributing factors. Consistent with many other businesses, Lynch Group has experienced higher than normal historical inflation across many of its key cost lines (in particular, energy, raw materials cost, labour).

(b) Geopolitical risks of operating in China

Lynch Group operates and owns key assets in China, and therefore is exposed to China's political, economic, and social landscape and the broader bilateral relationship between Australia and China. Any heightening of political and economic tensions in the bilateral relationship between Australia and China may impact Lynch Group's operations including from government responses to these tensions. Specific impacts could include heightened regulatory burdens on foreign investment, restrictions on export activities, expropriation of real property assets, repudiation, renegotiation or nullification of existing agreements and leases, or restrictions on currency conversion and the repatriation of funds.

(c) Workplace Health and safety

The nature of the Business exposes Lynch Group's employees to the risk of workplace accidents or injuries. Lynch Group has a responsibility to its employees, and to the communities in which it is active in, to operate in a safe and responsible manner. Through its focus on safety, Lynch Group strives to reduce the risk of workplace accidents and injuries occurring. Lynch Group recognises that employees who feel and are safe at work are more likely to be productive and feel satisfied with their jobs leading to positive work environments across the various sites Lynch Group operates across.

(d) Market disruption

A material natural or manmade event could lead to unexpected, profound, or widespread changes to the business environment and could force significant transformation in the way Lynch Group conducts its business. Impacts could include changed customer behaviour and buying patterns, logistics delays, increased freight costs and other supply chain disruptions. Lynch Group could face difficulty in achieving business growth during and in the aftermath of a material market disruption event. This is particularly so given Lynch Group's relatively complex and time critical supply chain. Global trade uncertainty caused by both US tariffs and conflicts in the Middle East and Europe continue to pose a risk to availability of trade routes, freight rates and cost of doing business.

(e) Environmental risk (including climate-related risk)

Developing resilience to the impacts of climate change, most noticeably weather volatility and water security issues, presents Lynch Group with an evolving set of operational risks. As nations, governments and businesses transition to low carbon economies, Lynch Group expects to address associated risks to its business from changes in government policies, business processes, broader community expectations and the introduction of mandatory climate reporting. Lynch Group's operations are subject to various environmental laws, regulations and customer and community standards. In the event Lynch Group is held responsible for any environmental pollution, contamination or undue waste, it may incur substantial costs including fines and remediation costs, its operations may be interrupted, and it may suffer reputational damage.

(f) Ethical sourcing and trade

Lynch Group sources products through a combination of its inhouse farms in Australia and China as well as long-term relationships with leading, third-party growers in Australia and other key global floral growing regions such as Kenya, Ecuador, Colombia and Vietnam. Lynch Group requires its supply chain to adopt and reflect the highest standards of ethical conduct and activity. Failure of Lynch Group's suppliers to comply with Lynch Group's ethical sourcing policy could result in adverse safety or living conditions for supplier workers and could result in reputational or financial risk for Lynch Group.

(g) People capability and labour availability

Lynch Group operates labour forces within its production facilities which are required to scale up during peak events and festival periods in both Australia and China markets. These include Christmas, Valentine's Day, International Women's Day and Mother's Day. To facilitate this, Lynch Group engages short term casual labour. A lack of suitable workforce could result in Lynch Group being unable to fulfill its full production potential or require investment in material overtime for existing employees during the event and festival periods.

(h) Customer concentration risk

In Australia a substantial proportion of Lynch Group's revenue is attributable to a small number of the major supermarkets, including Coles, Woolworths, and ALDI, who trade with Lynch Group on a purchase order basis, with no guaranteed orders or certain volume and therefore no guarantee of frequent or periodic revenue from these customers. Lynch Group relies on long-standing relationships with its customers to generate and secure ongoing revenue. If the relationship between Lynch Group and any of these major customers deteriorates, or Lynch Group is not able to maintain its competitive advantage as the major supplier of floral and plant products to Australian supermarkets, this may result in a material adverse impact on the Lynch Group's revenue and financial performance.

(i) Key suppliers and other strategic relationships

Lynch Group relies on several key suppliers to provide high quality products to Lynch Group. The terms of supply for these products are typically for a contracted duration of no more than one year or on a purchase order basis and offer no certainty or comfort of long term supply arrangements. Lynch Group's ability to secure ongoing supplies on a timely basis depends on the strength of its relationships with its key suppliers and any deterioration could have material adverse effect on financial performance of Lynch Group.

(j) Changes to Australia's quarantine and customs requirements

Lynch Group is subject to Australia's strict biosecurity and quarantine requirements which apply to the importation of plant based products. The Australian Government may review and implement changes to the import conditions, customs requirements or quarantine controls following changes to local circumstances or based on new scientific evidence. Any significant alteration of import requirements in respect of plant based products could either restrict or prevent Lynch Group's importation of its floral and plant products into Australia. Similarly, alterations of import requirements may also open or allow increases in trade from various jurisdictions or allow the entry of new categories of plants or flowers, which may have the effect of enhancing or diminishing the market position of the company, exposing Lynch Group to increased commercial competition, or changing the overall supply landscape.

(k) Glyphosate

Glyphosate is a broad-spectrum systemic herbicide, which acts by inhibiting an enzyme found in plants. Glyphosate is a widely used product to kill weeds and grasses that compete with agricultural crops. While glyphosate has been approved by regulatory bodies worldwide, there have been concerns about its effect on humans and its links to causing cancer. Lynch Group uses glyphosate as a herbicide at farms where the risk is relatively low and in accordance with label and local regulations. Lynch Group also uses glyphosate as a mandatory treatment to render some specific flower varieties non-propagable in a process known as 'devitalisation', a treatment mandated by the Australian Government. There have been some successful and some pending litigations globally, including in Australia, claiming liability for cancer relating to the use of glyphosate. As such, there is a risk that Lynch Group could be involved in future litigation regarding its use of glyphosate, which may have a material impact on Lynch Group's financial position.

(l) Insurance risk

Lynch seeks to maintain appropriate insurances for its Business which are consistent with its industry and operations. Insurances need to be renewed on an annual basis and those renewals may result in insurance premiums increasing with an adverse effect on the expenses and therefore the profitability of Lynch. Alternatively, those insurances may not be available on terms which are economic in light of the risks they protect against, resulting in Lynch having to self insure such risks. If such risks ultimately arise, they will have an adverse effect on the financial position and performance of Lynch.

(m) Litigation risk

Legal proceedings and claims may arise from time to time in the ordinary course of business and may result in high legal costs, adverse monetary judgments and/or damage to the Lynch Group's reputation which could have an adverse impact on Lynch's financial position or performance and the price of its shares.

(n) Increased supply in China

The additional production capacity that has come to market in recent years from large flower growing projects in China which are typically state funded has had and could continue to have an impact on pricing and profitability.

7.4 Risks relating to the Scheme

Risk relating to implementing the Scheme

(a) Scheme may not proceed or may be delayed

Implementation of the Scheme is subject to the satisfaction or waiver of the Conditions Precedent (which are summarised in Section 4.4 of this Scheme Booklet), including Court approval. There is a risk that Court approval of the Scheme may not be obtained, or Court approval may be delayed. If there is a material change in circumstances between the Scheme Meeting and the Second Court Date, the Court will take this change into account in deciding whether it should approve the Scheme. If there is a material change of sufficient importance to materially alter the Scheme, there is a risk that the Court may not approve the Scheme on the Second Court Date.

Additionally, the Conditions Precedent include there being no Material Adverse Effect occurring, being announced or being disclosed to, discovered by or otherwise becoming known between the date of the Scheme Implementation Agreement and 8:00am on the Second Court Date. There is a risk that a Material Adverse Effect occurs. If the conditions are not satisfied, the Scheme Implementation Agreement may be terminated, which will mean the Scheme will not be implemented.

As at the date of this Scheme Booklet, Lynch is not aware of any circumstances which would cause any outstanding conditions not to be satisfied or waived (where capable of waiver). Despite this, there can be no certainty, nor can Lynch provide any assurance, that these conditions will be satisfied (or waived, where applicable), or when that will occur. There are also a number of conditions which are outside the control of Lynch, including, but not limited to, approval of the Scheme by the Requisite Majorities of Lynch Shareholders at the Scheme Meeting. In this regard, there is also a risk that some or all of the aspects of Lynch Shareholder approval required for the Scheme to proceed, may be delayed, including as a result of material new information that arises, delays with regulatory approvals, the emergence of a competing bidder and timing issues with the Lynch Share Registry.

A failure to satisfy any of the Conditions Precedent, or a delay in satisfying the Conditions Precedent and implementing the Scheme, may adversely affect the market price of Lynch Shares and the price of Lynch may fall in the absence of a Superior Proposal.

(b) Superior Proposal may emerge

The Board is not currently aware of any Superior Proposal for Lynch and notes that since Lynch announced the Scheme, there has been a significant period of time and ample opportunity for a Competing Proposal which provides a different outcome for Lynch Shareholders to emerge. Since the date of entry into the Scheme Implementation Agreement, no alternative Competing Proposal has emerged at the date of this Scheme Booklet.

However, it is possible that a Superior Proposal for Lynch, which is more attractive for Lynch Shareholders than the Scheme, may materialise in the future, at any time before the Second Court Hearing. The implementation of the Scheme would mean that Lynch Shareholders would not obtain the benefit of any such proposal.

(c) Risks if the Scheme is implemented

If the Scheme is implemented, you will no longer be a Lynch Shareholder and will give up any future benefits that may result from being a Lynch Shareholder. If the Scheme is implemented, you will not be able to participate in the future financial and share price performance of Lynch Group, retain any exposure to Lynch Group's business or assets, or share in any value that could be generated by Lynch Group moving forward. However, there is no guarantee as to Lynch's future performance, or its future share price and financial performance, as is the case with all investments. Lynch Shareholders may also consider that it would be difficult to identify or invest in alternative instruments that have a similar investment profile to that of Lynch, or may incur transaction costs in undertaking any new investment.

(d) Tax consequences for Scheme Shareholders

There will be tax consequences for Lynch Shareholders if the Scheme proceeds. Further detail regarding general Australian tax consequences of the Scheme is outlined in Section 8. Tax consequences may vary depending on Lynch Shareholder's specific circumstances, Lynch Shareholders should seek independent professional taxation advice in this regard.

(e) Transaction and other costs

Costs of approximately \$5 million (excluding GST) are expected to be incurred by Lynch, a proportion of which will be paid irrespective of whether the Scheme is implemented. These costs include advisers' fees, legal fees, Independent Expert fees and Lynch Share Registry fees as well as administrative fees including design, printing and distribution costs. Approximately \$2.5 million (excluding GST) will be incurred regardless of whether or not the Scheme is implemented, excluding any Break Fee that may be payable. However, transaction costs may vary from the estimate which could affect the overall funds available for expenditure on the Business.

(f) Risks specific to any Permitted Dividend

There are no specific risks in relation to the Permitted Dividend of 9 cents per Lynch Share declared on 20 August 2025. This dividend was paid to Lynch Shareholders on 18 September 2025 based on their shareholding in Lynch Group on the record date of 3 September 2025. The Permitted Dividend was paid fully franked with franking credits available to eligible Shareholders. Tax consequences may vary depending on the specific circumstances of shareholders and Lynch Shareholders should seek independent professional taxation advice in this regard.

(g) Change of control implications under leases and contracts

Some of Lynch Group's leases and contracts contain change of control provisions which may entitle the relevant counterparty to terminate the contract in certain circumstances associated with a change of control. There is no indication from continuing discussions that any contracts are likely to terminate that would have a material impact on Lynch Group's financial performance. There remains however no guarantee whether all or any of these counterparties will agree to provide their consent to the change of control occurring (to the extent required) or that they will elect not to exercise any termination right following the Scheme becoming effective.

Implications for Lynch and Lynch Shareholders if the Scheme is not implemented

If the Scheme does not become Effective and is not implemented, Lynch Shareholders will not receive the Scheme Consideration and Lynch will continue, in the absence of a Superior Proposal, to operate as a standalone entity and remain listed on the ASX.

Unless Lynch Shareholders choose to sell their Lynch Shares on the ASX, Lynch Shareholders will continue to hold Lynch Shares and be exposed to both the risks (including those set out in this Section 7 of this Scheme Booklet) and potential future benefits in retaining exposure to Lynch's Business and assets.

The Lynch Share price will also remain subject to market volatility and will likely fall in the absence of a Superior Proposal.

Section 8

Australian tax implications



8. AUSTRALIAN TAX IMPLICATIONS

8.1 Introduction

This section provides a general outline of the Australian income tax, GST and stamp duty consequences expected to arise for Lynch Shareholders who:

- (a) hold ordinary shares in Lynch;
- (b) hold their Lynch Shares at the Scheme Record Date;
- (c) participate in the Scheme and dispose of their Lynch Shares to Hasfarm Bidco;
- (d) are either:
 - (i) residents of Australia for Australian income tax purposes; or
 - (ii) non residents of Australia for Australian income tax purposes and do not hold their Lynch Shares in carrying on a business at or through a permanent establishment in Australia; and
- (e) hold their Lynch Shares on capital account for Australian income tax purposes and acquired them after 19 September 1985.

The comments in this section are not applicable to all Lynch Shareholders and are not intended to cover Lynch Shareholders who:

- (a) hold their Lynch Shares as a revenue asset (e.g. trading entities or entities who acquired their Lynch Shares for the purposes of resale at a profit) or as trading stock for Australian income tax purposes;
- (b) hold rights or options to acquire Lynch Shares (including Lynch Options), or have acquired their Lynch Shares through an employee share scheme;
- (c) may be subject to special tax rules, (such as financial institutions, insurance companies, partnerships, tax exempt organisations, trusts, superannuation funds, foreign residents or temporary residents) except where expressly stated;
- (d) are subject to the taxation of financial arrangements rules in Division 230 of the ITAA1997 in relation to gains and losses on their Lynch Shares; or
- (e) are taken to have acquired their Lynch Shares before 20 September 1985.

Each Lynch Shareholder should seek independent professional advice regarding the taxation consequences of participating in the Scheme.

The comments in this section are not a substitute for advice from an appropriate professional adviser having regard to each Lynch Shareholder's individual circumstances. All Lynch Shareholders are strongly advised to obtain their own professional advice, based on their own specific circumstances, on the Australian taxation implications of dealing in Lynch Shares in connection with the Scheme.

8.2 Lynch Shareholders that are Australian residents

(a) Capital Gains Tax (CGT) Event

Under the Scheme, Lynch Shareholders will dispose of their Lynch Shares to Hasfarm Bidco in exchange for the Scheme Consideration. The disposal of the Lynch Shares to Hasfarm Bidco under the Scheme will be regarded as a disposal for Australian CGT purposes and will trigger CGT event A1 for Lynch Shareholders. This may result in a capital gain or loss for income tax purposes.

The time of CGT event A1 will be when Lynch Shareholders transfer their Lynch Shares to Hasfarm Bidco (i.e. on the Implementation Date). On the basis that the Implementation Date is 9 December 2025, the CGT event will occur in the financial year ending 30 June 2026.

(b) Calculation of capital gain or capital loss

Broadly, a Lynch Shareholder will make:

- (i) a capital gain to the extent that their capital proceeds from the disposal of their Lynch Shares are greater than the cost base of those Lynch Shares; or
- (ii) a capital loss to the extent that the capital proceeds are less than the reduced cost base of their Lynch Shares.

(c) Capital proceeds

The capital proceeds from the disposal of Lynch Shares by a Lynch Shareholder should be the Scheme Consideration received, being \$2.155 cash per Lynch Share.

The capital proceeds should not include the Permitted Dividend because:

- (i) Hasfarm Bidco was not able to influence or control the declaration or payment of the Permitted Dividend;
- (ii) the Permitted Dividend would have been declared and paid irrespective of whether the Scheme is implemented; and
- (iii) the Lynch Shareholders' approval of the Scheme is not conditional upon the Permitted Dividend being declared or paid by Lynch.

(d) Cost base of Lynch Shares

The cost base of a Lynch Shareholder's Lynch Shares will generally comprise the amount of money paid (or value of property given) to acquire the relevant Lynch Shares, plus certain other non-deductible costs incurred in relation to the acquisition and disposal of their Lynch Shares (such as incidental costs of acquisition and disposal e.g. brokerage fees and stamp duty). The reduced cost base of Lynch Shares is generally determined in a similar manner, subject to certain adjustments.

The cost base and reduced cost base of a Lynch Shareholder's Lynch Shares will depend on their own specific circumstances and Lynch Shareholders should consult with their own professional tax adviser in this regard.

(e) CGT discount

Where the Lynch Shareholder is an individual, trust or complying superannuation fund and the Lynch Shareholder has held their Lynch Shares for a period of at least 12 months before the Implementation Date (not including the date of acquisition and the date of disposal), the CGT general discount should be available.

In general, the CGT discount rules enable Lynch Shareholders to reduce their capital gain (after the application of any current year or carried forward capital losses) by 50% for individuals and trusts, and 33⅓% for complying superannuation funds. The CGT discount is not available to Lynch Shareholders that are companies or taxpayers who are not residents of Australia for income tax purposes.

For completeness, the CGT discount is applied after any available capital losses have been offset to reduce the capital gain.

The CGT discount rules, insofar as they apply to trusts, are complicated, and Lynch Shareholders who are trustees should seek independent professional advice in relation to the availability of the CGT discount and the potential taxation consequences for the trustee and the trust's beneficiaries.

(f) Capital losses

Where a Lynch Shareholder makes a capital loss on the disposal of their Lynch Shares, this loss may be used to offset any capital gains derived by the Lynch Shareholder in the income year in which the loss is realised. Alternatively, the capital loss may be carried forward and offset against a capital gain derived by the Lynch Shareholder in future income years (subject, where relevant, to satisfaction of any loss recoupment tests).

8.3 Lynch Shareholders that are non-residents of Australia

(a) General CGT considerations

Generally, a Lynch Shareholder who is not a resident for Australian income tax purposes and who holds their Lynch Shares on capital account will not be subject to CGT on the disposal of their Lynch Shares. However, this will not be the case if the foreign resident's Lynch Shares comprise "indirect Australian real property interests" (**IARPI**). A Lynch Shareholder's Lynch Shares will comprise IARPI where both of the following tests are passed:

- (i) the "non-portfolio test" – the foreign resident Lynch Shareholder, together with its associates, holds 10% or more of the total Lynch shares on issue (or has held such a 10% interest for a period of 12 months in the 24 month period ending at the time of the disposal); and
- (ii) the "principal assets test" – as at the date of disposal, the underlying value of Lynch is principally attributable to Australian real property assets (i.e. more than 50% of the market value of Lynch's underlying assets is referable to direct or indirect interests in Australian real property).

Where the Lynch Shares are IARPI, the relevant foreign resident Lynch Shareholder would be subject to CGT on any gain derived on the disposal of their Lynch Shares.

The Lynch Directors are of the view that, as at the date of this Scheme Booklet, the "principal assets test" should not be passed. That is, as the date of this Scheme Booklet, the underlying market value of Lynch would not be primarily attributable to Australian real property assets. The Lynch Directors expect this will remain the position as at the Implementation Date. Accordingly, any Lynch Shares held by a foreign resident Lynch Shareholder should not constitute IARPI, and no CGT should be payable by a foreign resident Lynch Shareholder on the disposal of their Lynch Shares under the Scheme.

Please note, however, that foreign resident Lynch Shareholders who were previously residents of Australia for income tax purposes and elected to treat their Lynch Shares as "taxable Australian property" on cessation of their residency may be subject to Australian CGT on the disposal of their Lynch Shares.

Foreign resident shareholders are not entitled to the CGT discount and may also need to consider the taxation implications of the disposal of their Lynch Shares in their own country of residence.

(b) Foreign resident capital gains withholding

Foreign resident capital gains withholding tax of 15% generally applies to transactions involving the acquisition of IARPI from a foreign resident. If a foreign resident Lynch Shareholder's Lynch Shares constitute IARPI, Hasfarm Bidco would be required to withhold and remit 15% of the Scheme Consideration payable to the foreign resident Lynch Shareholder to the Australian Taxation Office.

As outlined above, the Lynch Directors are of the view that, as at the date of this Scheme Booklet, Lynch Shares should not constitute IARPI. Hasfarm Bidco, in co operation with Lynch, may seek to clarify the status of particular Lynch Shareholders and require these Lynch Shareholders to provide Hasfarm Bidco with either:

- (i) A declaration that they are an Australian tax resident or that their Lynch Shares are not IARPI; or
- (ii) A notice of variation granted by the ATO varying the amount or rate of tax to be withholding.

8.4 GST

No GST should be payable by Lynch Shareholders in respect of their disposal of Lynch Shares under the Scheme.

Lynch Shareholders who are registered for GST may not be entitled to input tax credits (or may only be entitled to reduced input tax credits) for any GST incurred on costs associated with their participation in the Scheme. Lynch Shareholders should seek independent advice in relation to the impact of GST on their individual circumstances.

8.5 Stamp Duty

No Australian stamp duty should arise for Lynch Shareholders in respect of the disposal of their Lynch Shares to Hasfarm Bidco under the Scheme.

Section 9

Additional Information



9. ADDITIONAL INFORMATION

9.1 Financial benefits of Lynch Directors

If the Scheme is implemented, the Lynch Directors will sell their Lynch Shares and will receive the Scheme Consideration for those Lynch Shares in the same way as all other Lynch Shareholders.

In addition, Hugh Toll holds certain Lynch Options described in Section 9.3 which will be exercised and converted to Lynch Shares in the manner described in Section 9.3 below if the Scheme becomes Effective. If the Scheme is implemented, those Lynch Shares will also be sold by Mr Toll and he will receive the Scheme Consideration for those Lynch Shares in the same way as all other Lynch Shareholders.

The total value of the financial benefits that each Lynch Director will receive (either directly or indirectly) in respect of their Lynch Shares and Lynch Options held as at the Last Practicable Date will be:

Lynch Director	Total value of financial benefit
Peter Clare	\$493,372
Patrick Elliott	\$1,294,506
Elizabeth Hallett	\$59,859
Peter Arkell	\$35,915
Hugh Toll	\$2,797,414

Additionally, Mr Toll may receive the bonus payments outlined below in his capacity as an employee of Lynch.

Bonus payments for Lynch Director, Hugh Toll

The Lynch Board has approved a one-off bonus cash payment to Lynch Director, Hugh Toll of \$50,000 (excluding superannuation) in recognition of his increased workload and significant time commitment involved assisting with Hasfarm's due diligence investigations in relation to the Lynch Group in connection with the Scheme (which is not conditional on the Scheme being implemented).

Lynch's Constitution does not place a monetary cap on the payment of special exertion bonuses to Lynch Directors.

Separately, the parties have agreed that the Lynch Board may pay a discretionary cash bonus of up to \$426,192 (excluding superannuation) in aggregate to specified Lynch Group employees pursuant to Lynch's Short Term Incentive plan (**Discretionary Bonus**). As part of this pool of available funds, Hugh Toll may receive a discretionary cash bonus of up to \$105,732 (excluding superannuation).

As at the Last Practicable Date, the Lynch Board only intends to pay the Discretionary Bonus to the specified employees (including Hugh Toll) if the Scheme becomes Effective. Accordingly, if the Scheme does not become Effective, the specified employees (including Hugh Toll) would not receive the Discretionary Bonus.

Lynch Shareholders should have regard to these arrangements when considering the Lynch Directors' recommendation of the Scheme, which appears throughout this Scheme Booklet.

9.2 Interests of Lynch Directors in Lynch Shares and Lynch Options

Interests in Lynch Shares

As at the Last Practicable Date, the Lynch Directors have the following Relevant Interests in Lynch Shares:

Lynch Director	Number of Lynch Shares	Percentage interest in Lynch Shares on a non-diluted basis
Peter Clare	228,943	0.20%
Patrick Elliott	600,699	0.54%
Elizabeth Hallett	27,777	0.02%
Peter Arkell	16,666	0.01%
Hugh Toll	639,999	0.57%

Lynch Directors who hold Lynch Shares will be entitled to vote at the Scheme Meeting and, if the Scheme is implemented, will receive the Scheme Consideration for their Lynch Shares along with the other Scheme Shareholders.

Each Lynch Director intends to vote or procure the voting of their Lynch Shares in favour of the Scheme Resolution at the Scheme Meeting in the absence of a Superior Proposal, and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of the Lynch Shareholders in the absence of a Superior Proposal.

No Lynch Director acquired or disposed of a Relevant Interest in any Lynch Share or other security in the four month period ending on the date immediately before the date of this Scheme Booklet

Interests in Lynch Options

As at the Last Practicable Date, the Lynch Directors have the following Relevant Interests in Lynch Options:

Lynch Director	Lynch options
Peter Clare	Nil
Patrick Elliott	Nil
Elizabeth Hallett	Nil
Peter Arkell	Nil
Hugh Toll	3,442,400 Lynch Options comprising: • 275,229 Lynch Options exercisable at A\$3.60 and expiring 30 June 2027;¹ • 817,567 Lynch Options exercisable at A\$2.24 and expiring 30 June 2028;² • 772,649 Lynch Options exercisable at A\$1.84 and expiring 30 June 2029; and³ • 1,576,955 Lynch Options exercisable at A\$1.41 and expiring 30 June 2030⁴.

Further detail of the treatment of the Lynch Options under the Scheme is provided in Section 9.3 below.

No Lynch Director acquired or disposed of a Relevant Interest in any Lynch Options during the four months before the date of this Scheme Booklet.

¹275,229 Lynch Options exercisable at A\$3.60 and expiring 30 June 2027 will be forfeited and will expire without Mr Toll being entitled to receive Lynch Shares or any form of payment.

²817,567 Lynch Options exercisable at A\$2.24 and expiring 30 June 2028 will be forfeited and will expire without Mr Toll being entitled to receive Lynch Shares or any form of payment.

³772,649 Lynch Options exercisable at A\$1.84 and expiring 30 June 2029 will be exercised and converted into 112,939 Lynch Shares.

⁴1,576,955 Lynch Options exercisable at A\$1.41 and expiring 30 June 2030 will be exercised and converted into 545,165 Lynch Shares.

ADDITIONAL INFORMATION

9.3 Treatment of Lynch Options

As at the date of this Scheme Booklet, Lynch has the following options on issue:

Options	No. of Lynch Options	Exercise price	Expiry Date
LGLAB	943,979	A\$3.60	30 June 2027
LGLAC	3,044,456	A\$2.24	30 June 2028
LGLAD	3,042,821	A\$1.84	30 June 2029
LGLAE	6,428,123	A\$1.41	30 June 2030
TOTAL	13,459,379	-	-

The Lynch Options were issued to senior executives and management of Lynch pursuant to the Lynch Option Plan. As at the date of this Scheme Booklet, the Lynch Options are all unvested as they are subject to performance-based vesting criteria (which have not yet been satisfied) and a requirement that the relevant option holder remains engaged by the Lynch Group on a continuous basis until all other vesting criteria are satisfied.

The parties have agreed and the Lynch Board has resolved in accordance with the Lynch Option Plan rules, that subject to the Scheme becoming Effective:

- all LGLAB Lynch Options and LGLAC Lynch Options will be forfeited and will expire without the entitlement to receive Lynch Shares or any form of payment;
- 3,042,821 LGLAD Lynch Options and 6,428,123 LGLAE Lynch Options will have their vesting accelerated, subject to the relevant option holder remaining engaged by the Lynch Group on a continuous basis until Effective Date, and either be:
 - exercised (**Participating Options**) and converted into Lynch Shares (**Conversion Shares**); or
 - if they are not exercised by the relevant option holder, forfeited and will expire without the entitlement to receive Lynch Shares or any form of payment.

The Conversion Shares will be issued on or immediately after the Effective Date and will be acquired by Hasfarm Bidco in accordance with the Scheme for the Scheme Consideration.

Lynch must agree with each holder of Participating Options that the amount payable to Lynch on exercise of a Participating Option is not required to be paid to Lynch, provided that the exercise of the Participating Options and the subsequent issue of Conversion Shares is undertaken in accordance with the 'net settlement of Exercise Price' process set out in the Lynch Option Plan rules. Under this process, the number of Conversion Shares to be issued to each holder of Participating Options will be reduced to satisfy the amount otherwise payable to Lynch on exercise of the Participating Options.

The maximum number of Conversion Shares that may be issued by Lynch is 2,667,025 Conversion Shares.

If the Scheme does not become Effective, there will be no change to the Lynch Options and they will remain subject to the existing vesting criteria.

9.4 Other benefits and arrangements

Interests of Lynch Directors in any Hasfarm securities

No Lynch Director has a Relevant Interest in any securities of Hasfarm Bidco, Hasfarm or any of their Related Bodies Corporate.

Interest of Lynch Directors in contracts with Hasfarm Bidco or Hasfarm

No Lynch Director has any interest in any contract entered into by Hasfarm Bidco or Hasfarm.

Benefits in connection with retirement from office

Except as set out in Section 9.1, there is no payment or other benefit that is proposed to be made or given to any Lynch Director, secretary or executive officer of Lynch (or any of its Related Bodies Corporate) as compensation for the loss of, or consideration for or in connection with their retirement from, office in Lynch (or any of its Related Bodies Corporate) in connection with, or that is materially affected by the implementation of, the Scheme.

If any other executive's employment is terminated following the change of control, the relevant executive will have such entitlements (including in respect of compensation for loss of office) as are contemplated by their employment contract.

Deeds of indemnity, insurance and access

Lynch has entered into deeds of indemnity, insurance and access with each of the Lynch Directors and officers on customary terms (**D&O Deeds**), including the requirement that Lynch maintain, for a period of seven years after the Implementation Date, an insurance policy which insures the Lynch Directors against all liabilities incurred acting directly or indirectly as a director or officer of Lynch (subject to procuring or maintaining that policy at a reasonable cost) (**D&O Run-Off Policy**).

The entry into such arrangements by Lynch is permitted by clause 7.4 of the Scheme Implementation Agreement. In addition, under clause 7.4 of the Scheme Implementation Agreement, Hasfarm Bidco must, subject to certain conditions, ensure that directors' and officers' run-off insurance cover is maintained for a period of seven years from the retirement of each director and officer.

Benefits from Hasfarm Bidco or Hasfarm

None of the Lynch Directors has agreed to receive, or is entitled to receive, any benefit from Hasfarm Bidco or Hasfarm (or any of their Related Bodies Corporate), which is conditional on, or is related to, the Scheme other than in their capacity as a Lynch Shareholder.

Agreements connected with or conditional on the Scheme

Other than as disclosed in Section 9.4 of this Scheme Booklet, there are no agreements or arrangements made between any Lynch Director and any other person in connection with, or conditional on, the outcome of the Scheme.

9.5 Scheme Implementation Agreement

On 20 August 2025, Lynch, Hasfarm and Hasfarm Bidco entered into a Scheme Implementation Agreement which sets out the rights and obligations of Lynch, Hasfarm and Hasfarm Bidco in connection with the implementation of the Scheme, including an obligation for Lynch to propose the Scheme to Lynch Shareholders. The key terms of the Scheme Implementation Agreement are summarised in this Section 9.5.

Conditions Precedent

Implementation of the Scheme is subject to the satisfaction (or, if applicable, waiver) of the Conditions Precedent which are summarised in Section 4.4 of this Scheme Booklet and set out in the Scheme Implementation Agreement. The Scheme will not become Effective, and the obligations of Lynch, Hasfarm and Hasfarm Bidco to complete the implementation of the Scheme are not binding, unless and until each of the Conditions Precedent is satisfied (or, if applicable, waived) to the extent and in the manner set out in the Scheme Implementation Agreement. Lynch and Hasfarm Bidco are under an obligation to use reasonable endeavours to procure that the Conditions Precedent for which they are responsible are satisfied as soon as practicable after the date of the Scheme Implementation Agreement and continues to be satisfied at all times until the last time that the relevant clause provides that it is to be satisfied.

Conduct of business

Clause 8 of the Scheme Implementation Agreement sets out the obligations Lynch must comply with from the date of the Scheme Implementation Agreement up to and including the Implementation Date with respect to the conduct of the Business. Among other things, Lynch must and must procure that each Lynch Group Member use all reasonable endeavours to ensure that Lynch and each Lynch Group Member:

- conducts the business of the Lynch Group in the ordinary course and in substantially the same manner as conducted in the 12 months prior to the date of the Scheme Implementation Agreement and in compliance in all material respects with all applicable laws, regulations and regulatory approvals;

- preserves the condition of the Business and assets of the Lynch Group in the ordinary course;
- ensures that no Target Prescribed Event occurs;
- keeps available the services of its officers and employees;
- maintains in the ordinary course its relationships with Government Agencies, financial institutions, key customers and suppliers;
- procures that each member of the Lynch Group maintains (and, where necessary, renews) the policies of insurance held by the Lynch Group to insure any material risk of the Lynch Group that is in force as at the date of the Scheme Implementation Agreement and promptly notify the Bidder Group if any renewal proposal is not accepted by the relevant insurer; and
- manages cash in the ordinary course of business.

A number of other restrictions and prohibited actions apply to Lynch and any Lynch Group Member and these are set out in full in clause 8.3 of the Scheme Implementation Agreement.

The restrictions and obligations listed above are subject to a number of exceptions, including exceptions which allow Lynch (and any Lynch Group Member) to take or not take any action (or make any payment):

- which is expressly required or permitted by a Transaction Document (including the Scheme Implementation Agreement), the Scheme or otherwise required by law or required by written direction of a Government Agency;
- which is fairly disclosed in the data room, the Disclosure Letter or an announcement made by Lynch to ASX in the previous 3 years;
- which constitutes a payment of any Transaction costs incurred by Lynch or the Lynch Group or an employee incentive payment made pursuant to the Lynch Option Plan;
- to reasonably and prudently respond to an emergency or disaster (subject to limitations); or
- which has been consented to in writing by Hasfarm Bidco (which consent must not be unreasonably withheld, delayed or conditioned).

Representation and warranties

The Scheme Implementation Agreement contains customary representations and warranties given by each of Lynch and Hasfarm Bidco to each other.

These representations and warranties are set out in clause 12.1 (in the case of Lynch) and clause 12.3 (in the case of Hasfarm Bidco) of the Scheme Implementation Agreement.

Exclusivity

The Scheme Implementation Agreement provides, subject to certain exceptions, Lynch and its Representatives are subject to the following exclusivity obligations during the Exclusivity Period:

- **'no shop' obligation:** Lynch and its Representatives must not directly or indirectly solicit, invite, initiate or encourage any Competing Proposal, or any enquiries, expressions of interests, offers, proposals, discussions or negotiations with any Third Party in relation to, or which may reasonably be expected to lead to, an actual, proposed or potential Competing Proposal;
- **'no talk' obligation:** Lynch and its Representatives must not directly or indirectly participate in negotiations or discussions with, or negotiate, accept or enter into any agreement, arrangement or understanding with, any Third Party in relation to, or which would reasonably be expected to lead to the making of, an actual, proposed or potential Competing Proposal; and
- **'no due diligence' obligation:** Lynch and its Representatives must not directly or indirectly make available or permit any Third Party receive any non-public information about Lynch with a view to Lynch obtaining, or which could reasonably be expected to lead such Third Party to formulate, develop or finalise, a Competing Proposal.

In addition, during the Exclusivity Period, Lynch is required to notify Hasfarm Bidco in writing promptly (and in any event within 24 hours) if it becomes aware of any negotiations, discussions or other communications, or any other contact with Lynch or any of its Representatives, or any approach, inquiry, expression of interest, discussion or proposal made by any person to Lynch or any of its Representatives, that relates to an actual, proposed or potential Competing Proposal or that may reasonably be expected to lead to a Competing Proposal, or any request for information made by a Third Party to the Target or its Representatives for any non-public information outside the ordinary course of business, whether direct or indirect, solicited or unsolicited, in writing or otherwise, including any material developments that arise in relation to any actual, proposed or potential Competing Proposal.

Lynch is also required to provide Hasfarm and Hasfarm Bidco with a matching right if a Superior Proposal is received by Lynch. As at the Last Practicable Date, no such Superior Proposal or Competing Proposal has been received.

The 'no talk' and 'no due diligence' restrictions are subject to the fiduciary out set out at clause 9.5 of the Scheme Implementation Agreement. If the Lynch Board determines, acting in good faith and after consulting with its financial and legal advisers, that the unsolicited Competing Proposal is, or may reasonably be considered likely to become, a Superior Proposal, and after receiving written advice from its external legal advisers, that complying with the 'no talk' or 'no due diligence' restrictions in the particular circumstances would constitute, or would be reasonably likely to constitute, a breach of the fiduciary or statutory duties owed by any Lynch Director, it need not do so, and in those circumstances Lynch would be permitted to take action in response to that Competing Proposal.

Break Fee

Clause 10 of the Scheme Implementation Agreement sets out the circumstances with respect to which Lynch has agreed to pay a Break Fee (being \$2.7 million (excluding GST)) to Hasfarm Bidco. The Break Fee will be payable if a party has terminated the Scheme Implementation Agreement and the Scheme does not become Effective and one of the following applies:

- **Competing Proposal:** A Competing Proposal is announced and, within 12 months after it is announced, a Third Party (either alone or together with any Associate) completes a Competing Proposal of the kind referred to in any of paragraphs (b) or (c) of the definition of Competing Proposal, or otherwise acquires a Relevant Interest in more than 50% of Lynch Shares under a Competing Proposal that is or has become wholly unconditional;
- **Change of Lynch Board recommendation:** Any Lynch Director fails to make, withdraws, adversely changes or qualifies their Recommendation or, fails to vote, or procure the voting of, any Lynch Shares in which they have a Relevant Interest at the time of the Scheme Meeting in favour of the Scheme at the Scheme Meeting, or makes a public statement indicating that they no longer support the Scheme, other than in circumstances where:
 - (1) the Independent Expert concludes that the Scheme is not in the best interests of Lynch Shareholders (except where the conclusion is a result of the existence, announcement or publication of a Competing Proposal (including, but not limited to, a Superior Proposal);
 - (2) with respect to that Lynch Director, the failure to recommend, withdrawal, or the adverse change or qualification of the Recommendation, occurs because of a requirement by a court of competent jurisdiction, ASIC or the Takeovers Panel that such Lynch Director abstains or withdraws from making a recommendation that Lynch Shareholders vote in favour of the Scheme; or
 - (3) Lynch is entitled to terminate the Scheme Implementation Agreement for Hasfarm Bidco's material breach and has given Hasfarm Bidco the appropriate notice;
- **Failure to satisfy a Condition Precedent:** Hasfarm Bidco validly terminates the Scheme Implementation Agreement in accordance with clause 13.1(e)(i) or clause 13.1(e)(ii) of the Scheme Implementation Agreement and the failure to satisfy the relevant Condition Precedent resulted from a breach of the Scheme Implementation Agreement by Lynch or a deliberate act or omission of Lynch; or
- **Termination for material breach of a Target Representation and Warranty:** Hasfarm Bidco validly terminates the Scheme Implementation Agreement due to a breach of a Target Representation and Warranty in accordance with clause 13.1(c) or clause 13.1(d)(i) of the Scheme Implementation Agreement and subject to certain conditions.

ADDITIONAL INFORMATION

Despite anything to the contrary in the Scheme Implementation Agreement, the Break Fee will not be payable to Hasfarm Bidco if the Scheme becomes Effective. If the Break Fee has already been paid to Hasfarm Bidco and the Scheme becomes Effective, it must be refunded to Lynch.

The maximum aggregate liability of Lynch to Hasfarm and Hasfarm Bidco collectively under or in connection with the Scheme Implementation Agreement is the Break Fee amount.

Full details of the Break Fee are set out in clause 10 of the Scheme Implementation Agreement.

Reverse Break Fee

Clause 11 of the Scheme Implementation Agreement sets out the circumstances with respect to which Hasfarm Bidco has agreed to pay a Reverse Break Fee (being \$2.7 million (excluding GST)) to Lynch. The Break Fee will be payable if Lynch has validly terminated the Scheme Implementation Agreement in the following circumstances and the Scheme does not become Effective:

- **Termination for material breach or breach of a Bidder Representation and Warranty:** Lynch validly terminates the Scheme Implementation Agreement in accordance with clause 13.1(c) or 13.1(d)(ii) of the Scheme Implementation Agreement following a material breach by Hasfarm Bidco, including a breach of the Bidder's Representations and Warranties;
- **Failure to satisfy a Condition Precedent:** Lynch validly terminates the Scheme Implementation Agreement in accordance with clause 13.1(e)(i) or clause 13.1(e)(ii) of the Scheme Implementation Agreement as a result of a failure to satisfy a Condition Precedent where the failure to satisfy the relevant Condition Precedent resulted from a breach of the Scheme Implementation Agreement by Hasfarm Bidco or a deliberate act or omission of Hasfarm Bidco; or
- **Failure to pay Scheme Consideration:** where the Scheme becomes Effective but Hasfarm Bidco does not pay the aggregate Scheme Consideration in accordance with its obligations under the Scheme Implementation Agreement, the Scheme and the Deed Poll.

The Reverse Break Fee will not be payable to Lynch if the Scheme becomes Effective. If the Reverse Break Fee has already been paid to Lynch and the Scheme becomes Effective, it must be refunded to Hasfarm Bidco.

The maximum aggregate liability of Hasfarm and Hasfarm Bidco collectively to Lynch under or in connection with the Scheme Implementation Agreement is the Reverse Break Fee amount. However, this does not limit the Hasfarm Bidco's liability under the Deed Poll or its obligations to Scheme Shareholders under the Scheme or the Deed Poll if the Scheme becomes Effective.

Full details of the Reverse Break Fee are set out in clause 11 of the Scheme Implementation Agreement.

Termination rights

Clause 13 of the Scheme Implementation Agreement sets out the termination rights of each party. These are summarised below.

Termination by Lynch or Hasfarm Bidco

Either Lynch or Hasfarm Bidco may terminate the Scheme Implementation Agreement by written notice to the other parties:

- if the Scheme has not become Effective on or before the End Date;
- at any time before 8.00am on the Second Court Date, if:
 - (1) in the case of Lynch as the terminating party, Hasfarm or Hasfarm Bidco has materially breached the Scheme Implementation Agreement and the consequences of the relevant breach are material in the context of the Transaction taken as a whole; or
 - (2) in the case of Hasfarm Bidco as the terminating party, Lynch has materially breached the Scheme Implementation Agreement and the consequences of the breach are material in the context of the Transaction taken as a whole,

other than in respect of a breach of a representation or warranty (which is dealt with separately below), if the party entitled to terminate has provided written notice to the party in breach and the other party has failed to remedy the breach within (or in the case of a representation or warranty, the relevant breach continues to exist) five Business Days (or any shorter period ending at 5.00pm on the Business Day before the Second Court Date) after the time that the notice is given;

- there is a failure of satisfaction of a Condition Precedent in the time required by the Scheme Implementation Agreement and the parties are unable to reach agreement within 5 Business Days (or any shorter period ending at 5.00pm on the day before the Second Court Date) to proceed with the Scheme following good faith consultation; or
- if agreed in writing between the parties.

Termination by Hasfarm Bidco

Hasfarm Bidco may terminate the Scheme Implementation Agreement by written notice to Lynch at any time before 8.00am on the Second Court Date if:

- any of the Lynch Directors fails to recommend the Scheme in the manner and form required and contemplated by the Scheme Implementation Agreement, or withdraws, adversely changes, modifies or qualifies their recommendation to the Lynch Shareholders that they vote in favour of the resolution to approve the Scheme or otherwise makes a public statement indicating that they no longer support the Scheme; or
- there is a breach of the Target Representation and Warranty in clause 12.1(o) (relating to the issued securities of the Target), or a material breach of any other Target Representation and Warranty, and the consequences of the relevant breach are material in the context of the Transaction as a whole and Hasfarm Bidco has given written notice to Lynch stating an intention to terminate or allow the Scheme to lapse and the relevant breach continues to exist 5 Business Days (or any shorter period ending at 5.00pm on the Second Court Date) after the date on which the notice was given.

Termination by Lynch

Lynch may terminate the Scheme Implementation Agreement by written notice to Hasfarm Bidco at any time before 8.00am on the Second Court Date if there is a breach of the Bidder Representation and Warranty in clause 12.3(l) (relating to Hasfarm Bidco having a reasonable basis to expect that it will, by the Implementation Date, have available sufficient cash amounts to pay the Scheme Consideration), or a material breach of any other Bidder Representation and Warranty, and the consequences of the relevant breach are material in the context of the Transaction as a whole and Lynch has given written notice to Hasfarm Bidco stating an intention to terminate or allow the Scheme to lapse, the relevant breach continues to exist, in the case of a breach of clause 12.3(l) 10 Business Days, or in any other case 5 Business Days, (or any shorter period ending at 5.00pm on the Second Court Date) after the date on which the notice was given.

Deed Poll

Hasfarm and Hasfarm Bidco have executed the Deed Poll in favour of the Scheme Shareholders which requires them to perform their obligations under the Scheme Implementation Agreement or attributed to them under the Scheme and under which Hasfarm Bidco undertakes (and Hasfarm guarantees), to provide or procure the provision of the aggregate amount of the Scheme Consideration payable to all Scheme Shareholders to the Trust Account maintained by Lynch as trustee for Lynch Shareholders by no later than two Business Days before the Implementation Date. A copy of the Deed Poll is attached at Annexure C.

9.6 Consents, disclosures and fees

Consents

The following parties have given and have not, before the date of this Scheme Booklet, withdrawn their written consent:

- to be named in this Scheme Booklet in the form and context in which they are named; and
- if applicable, to the inclusion of each statement it has made (if any) in the form and context in which the statement appears in this Scheme Booklet.

Name	Role
Stanton Road Partners	Financial Adviser to Lynch
Hamilton Locke	Australian Legal Adviser to Lynch
KPMG Corporate Finance	Independent Expert
MUFG Corporate Markets	Lynch Share Registry

Lynch:

- (a) has assumed and accepted responsibility for the preparation and inclusion of the Lynch Information; and
- (b) has given and has not, before the date of this Scheme Booklet, withdrawn its written consent to the inclusion of the Lynch Information in the form and context in which it appears in this Scheme Booklet.

KPMG Corporate Finance has given, and not withdrawn before the date of this Scheme Booklet, its written consent to the inclusion of its Independent Expert's Report in this Scheme Booklet in the form and context in which it appears in Annexure A and references to the Independent Expert's Report in the form and context in which they appear.

Hamilton Locke has given, and not withdrawn before the date of this Scheme Booklet, its written consent to the inclusion of Section 8 of this Scheme Booklet ('Australian Tax Implications') in the form and context in which it appears in Section 8, and references to that Section 8 in the form and context in which they appear.

Stanton Road has given, and not withdrawn before the date of this Scheme Booklet, its written consent to be named in this Scheme Booklet as financial adviser to Lynch in the form and context in which they are named.

Disclosures and responsibility

Each person named above:

- has not authorised or caused the issue of the Scheme Booklet;
- does not make or purport to make any statement in this Scheme Booklet or any statement on which a statement in this Scheme Booklet is based, other than:
 - Lynch in respect of the Lynch Information only;
 - Hamilton Locke in relation to the information contained in Section 8 of this Scheme Booklet ('Australian Tax Implications'); and
 - KPMG Corporate Finance in respect of the Independent Expert's Report; and
- to the maximum extent permitted by law, disclaims all liability in respect of, makes no representation regarding and takes no responsibility for any part of or omission from, this Scheme Booklet, other than a reference to its name and the statement (if any) included in this Scheme Booklet with the consent of that party as specified in this Section 9.6.

Fees

The fees set out in this Section 9.6 only relate to fees paid or payable by Lynch in connection with the Transaction and the preparation of this Scheme Booklet.

Each of the persons named in Section 9.6 under the 'Consents' section as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Scheme Booklet will be entitled to receive professional fees charged in accordance with their normal basis of charging.

In aggregate, if the Scheme is implemented, Lynch expects to pay approximately \$5 million (excluding GST) in transaction costs that relate to the Scheme. This includes advisory fees and expenses for professional services provided to Lynch (including for financial, legal and tax advisers), the Independent Expert's fees, court fees, Lynch Share Registry fees, printing and mailing costs and expenses associated with convening and holding the Scheme Meeting.

In aggregate, if the Scheme is not implemented, Lynch expects to pay approximately \$2.5 million (excluding GST) in transaction costs, being costs that have already been incurred as at the Last Practicable Date or will be incurred even if the Scheme is not implemented (which amount does not include any Break Fee that may be payable).

These amounts do not include the transaction costs that may be incurred by Hasfarm or Hasfarm Bidco in relation to the Scheme.

9.7 ASIC and ASX relief

(a) ASIC relief

No ASIC waivers were sought for the purposes of the Scheme or the issue of this Scheme Booklet.

(b) ASX waivers

No ASX waivers were sought for the purposes of the Scheme or the issue of this Scheme Booklet.

9.8 No unacceptable circumstances

The Lynch Directors believe that the Scheme does not involve any circumstances in relation to the affairs of Lynch that could reasonably be characterised as constituting "unacceptable circumstances" for the purposes of section 657A of the Corporations Act.

9.9 Conflicts of interest

Lynch was initially approached by Hasfarm in relation to a possible transaction in January 2025. Given that Lynch director Patrick Elliott is associated, and is a co-founding partner of, Next Capital, a substantial shareholder of Lynch, the Lynch Board considered it appropriate to establish an independent board committee (**IBC**) to respond to that proposal, make a recommendation to the full Lynch Board in relation to that proposal, and negotiate the terms of the Scheme Implementation Agreement. The IBC was chaired by independent non-executive director Peter Clare and comprised independent non-executive directors Elizabeth Hallett and Peter Arkell. The IBC unanimously recommended to the full Lynch Board that Lynch should enter into the Scheme Implementation Agreement.

9.10 No other information

Except as set out in this Scheme Booklet, there is no other information material to the making of a decision in relation to the Scheme, being information that is within the knowledge of any Lynch Director, at the time of lodging this Scheme Booklet with ASIC for registration, which has not previously been disclosed to Lynch Shareholders.

9.11 Supplementary disclosure

Lynch will issue a supplementary document to this Scheme Booklet if it becomes aware of any of the following between the date of this Scheme Booklet and the date of the Scheme Meeting:

- a material statement in this Scheme Booklet is false or misleading in a material respect;
- a material omission from this Scheme Booklet;
- a significant change affecting a matter included in this Scheme Booklet; or
- a significant new matter has arisen and it would have been required to be included in this Scheme Booklet if it had arisen before the date of this Scheme Booklet.

Depending on the nature and timing of the changed circumstances, and subject to obtaining any relevant approvals, Lynch may circulate and publish any supplementary document by:

- making an announcement to the ASX;
- placing an advertisement in a prominently published newspaper which is circulated generally throughout Australia;
- posting the supplementary document to Lynch Shareholders at their address shown on the Lynch Share Register; and/or
- posting a statement on Lynch's website at <https://www.lynchgroup.com.au/investor-centre/results-reports-and-announcements>,

as Lynch, in its absolute discretion, considers appropriate.

Section 10

Glossary and Interpretation



10.GLOSSARY AND INTERPRETATION

10.1 Glossary

Term	Meaning
ACCC	means the Australian Competition and Consumer Commission.
Adviser	means in relation to an entity, a financier, financial adviser, corporate adviser, legal adviser, or technical or other expert adviser, or consultant who provides advisory services in a professional capacity and who has been engaged by that entity in connection, directly or indirectly, with the Transaction.
Affiliate	means, in relation to a party: (a) a person Controlled directly or indirectly by that party; (b) a person Controlling directly or indirectly that party; (c) a person directly or indirectly Controlled by a person who Controls that party (whether alone or with another person or persons); or (d) a person directly or indirectly under the common Control of that party and another person or persons, and for the avoidance of doubt an Affiliate of Hasfarm Bidco includes TPG Global, LLC and any company or legal entity directly or indirectly controlled by TPG Global, LLC.
ASIC	means the Australian Securities and Investments Commission.
Associate	has the meaning given to that term in section 12 of the Corporations Act.
ASX	means ASX Limited ABN 98 008 624 691 and, where the context requires, the financial market that it operates.
ATO	means the Australian Taxation Office.
Bidder Group	means Hasfarm BidCo, Hasfarm Holdco and Hasfarm.
Bidder Group Information	means the information contained in this Scheme Booklet set out in Section 6.
Bidder Group Member	means a member of the Bidder Group.
Bidder Representations and Warranties	means the representations and warranties of Hasfarm Bidco set out in clause 12.3 of the Scheme Implementation Agreement.
Break Fee	\$2.7 million (excluding GST).
Business	means the business of the Lynch Group, carried on from time to time (and Lynch's Business has the same meaning).

For personal use only

Term	Meaning
Business Day	means a day which is not a Saturday, Sunday or a public holiday in Sydney, New South Wales, Melbourne, Victoria, or Singapore.
CGT	means capital gains tax.
Competing Proposal	means any proposal, agreement, arrangement or transaction, which, if entered into or completed, would result in a person (other than Hasfarm Bidco or its Affiliates), either alone or together with its Associates: (a) directly or indirectly acquiring a Relevant Interest in, or having a right to acquire, a legal, beneficial or economic interest in, or control of, 20% or more of the fully paid ordinary shares in Lynch (other than as custodian, nominee or bare trustee); (b) acquiring Control of, or merging or amalgamating with, Lynch or any of its Subsidiaries; or (c) directly or indirectly acquiring or becoming the holder of, or otherwise acquiring or having a right to acquire, a legal, beneficial or economic interest in, or control of, all or a substantial part of the business or assets of the Lynch Group, whether by way of takeover bid, scheme of arrangement, shareholder approved acquisition, capital reduction, buy back, sale or purchase of shares or other transaction or arrangement.
Condition Precedent	means the conditions precedent set out in clause 3.1 of the Scheme Implementation Agreement.
Constitution	means the constitution of Lynch, as disclosed to ASX on 1 April 2021.
Control	has the meaning given in section 50AA of the Corporations Act, and includes the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of a person, whether through the ownership of voting securities or other interests, by contract or otherwise, and Controlled and Controlling have the corresponding meanings.
Conversion Shares	has the meaning given to it in Section 9.3 of the Scheme Booklet.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Court	means the Federal Court of Australia in Melbourne or such other court of competent jurisdiction under the Corporations Act agreed between Lynch and Hasfarm Bidco.
Court Approval	means the Court approves the Scheme in accordance with paragraph 411(4)(b) of the Corporations Act.
Debt Commitment Letter	has the meaning given to it in Section 6.6 of this Scheme Booklet.
D&O Deeds	has the meaning given to it in Section 9.4 of this Scheme Booklet.
D&O Run-Off Policy	has the meaning given to it in Section 9.4 of this Scheme Booklet.

GLOSSARY AND INTERPRETATION

Term	Meaning
Deed Poll	means a deed poll substantially in the form of Annexure C under which Hasfarm and Hasfarm Bidco covenant in favour of Scheme Shareholders to perform the obligations under the Scheme.
Disclosure Letter	means a letter identified as such by Lynch to Hasfarm and Hasfarm Bidco and countersigned by Hasfarm and Hasfarm Bidco on or prior to the entry of the Scheme Implementation Agreement.
Duty	means any stamp, transaction or registration duty or similar charge imposed by any Government Agency and includes any interest, fine, penalty, charge or other amount imposed in respect of the above, but excludes any Tax.
Effective	means when used in relation to the Scheme, the coming into effect, under section 411(10) of the Corporations Act, of the order of the Court made under paragraph 411(4)(b) of the Corporations Act in relation to the Scheme.
Effective Date	means the date on which the Scheme becomes Effective.
End Date	means 31 December 2025, or such other date as agreed in writing by the parties.
Exclusivity Period	means the period from and including the date of the Scheme Implementation Agreement to the earlier of: (a) the date of termination of the Scheme Implementation Agreement; (b) the End Date; and (c) the Implementation Date.
Financial Adviser	means Stanton Road Partners Pty Ltd.
First Court Date	means the first day on which an application made to the Court for an order under section 411(1) of the Corporations Act convening the Scheme Meeting is heard or, if the application is adjourned or subject to appeal for any reason, the day on which the adjourned application is heard.
FY	means financial year.
FY25 Annual Report	means the Lynch Group Annual Report for the year ended 29 June 2025, released to the ASX on 16 October 2025.
Government Agency	means any foreign or Australian government or governmental, semi-governmental, administrative, fiscal or judicial body, department, commission, authority, tribunal, agency or entity (including any stock or other securities exchange), or any minister of the Crown in right of the Commonwealth of Australia or any State, and any other federal, state, provincial, or local government, whether foreign or Australian, including ASX, ACCC, ATO, ASIC, FIRB, the Takeovers Panel and equivalent bodies outside of Australia.
GST	has the meaning defined in section 195-1 of the GST Act.
GST Act	means the <i>A New Tax System (Goods and Services Tax) Act 1999</i> (Cth).

For personal use only

Term	Meaning
Hamilton Locke	means Hamilton Locke Pty Ltd ACN 621 047 247.
Hasfarm	means Hasfarm Holdings Limited.
Hasfarm Bidco	means Darwin Aus Bidco Pty Ltd ACN 689 123 153.
Hasfarm Cash Reserves	means the cash reserves held by Hasfarm as at 30 September 2025, a portion of which is intended to be used to fund the Scheme Consideration.
Hasfarm Holdco	means Darwin Aus Holdco Pty Ltd (ACN 689 119 622).
Hasfarm Information	means information regarding the Bidder Group, provided by Hasfarm Bidco to Lynch in writing for inclusion in this Scheme Booklet which includes the information in Section 6. For the avoidance of doubt, the Hasfarm Information excludes the Lynch Information, the Independent Expert's Report and any description of the taxation effect of the Transaction on Lynch Shareholders prepared by Hamilton Locke.
IBC	means the independent board committee.
Implementation Date	means, with respect to the Scheme, the fifth Business Day following the Scheme Record Date (or such other date as the parties may agree in writing).
Independent Expert	means KPMG Financial Advisory Services (Australia) Pty Ltd.
Independent Expert's Report	means the report from the Independent Expert in respect of the Transaction, a copy of which is set out in Annexure A.
IRESS	IRESS Limited.
KPMG Corporate Finance	means KPMG Financial Advisory Services (Australia) Pty Ltd.
Last Practicable Date	means 14 October 2025, being the last practicable trading day prior to finalising the information in this Scheme Booklet.
Lender	has the meaning given to it in Section 6.6 of this Scheme Booklet.
Listing Rules	means the official listing rules of the ASX and any other applicable rules of ASX modified to the extent of any express written waiver by ASX.
Lynch	Lynch Group Holdings Limited ACN 608 543 219 (ASX:LGL).
Lynch Board	means the board of directors of Lynch (as constituted from time to time) and Lynch Board Member means any director of Lynch comprising part of the Lynch Board.
Lynch Director	means a director of Lynch.
Lynch Group	means Lynch and its Subsidiaries.
Lynch Group Member	means any member of the Lynch Group.

GLOSSARY AND INTERPRETATION

Term	Meaning
Lynch Information	means information regarding the Lynch Group prepared by Lynch for inclusion in the Scheme Booklet that explains the effect of the Scheme and sets out the information prescribed by the Corporations Act and the Corporations Regulations, and any other information that is material to the making of a decision by Lynch Shareholders whether or not to vote in favour of the Scheme Resolution, being information that is within the knowledge of each of the Lynch Board Members, which for the avoidance of doubt comprises the entirety of the Scheme Booklet other than the Hasfarm Information, the Independent Expert's Report and any description of the taxation effect of the Transaction on Lynch Shareholders prepared by Hamilton Locke.
Lynch Option	means an option to acquire a Lynch Share, awarded or granted under the Lynch Option Plan.
Lynch Option Plan	means the option plan established under the option plan rules titled 'Plan Rules relating to the Lynch Group Holdings Limited Option Plan' released to the ASX on 1 April 2021.
Lynch Share	means a fully paid ordinary share in the capital of Lynch.
Lynch Shareholder	means each person who is registered as the holder of a Lynch Share in the Lynch Share Register.
Lynch Share Register	means the register of members of Lynch maintained under the Corporations Act.
Lynch Share Registry	means MUFG Corporate Markets (AU) Limited.
MA Call Option Deed	means the deed setting out the call option held by Hasfarm Bidco with MA Asset Management Ltd dated 20 August 2025, as disclosed to ASX by Lynch on 21 August 2025 with the "Notice of Initial Substantial Holder".
Material Adverse Effect	has the meaning given to that term in the Scheme Implementation Agreement.
Next Call Option Deed	means the deed setting out the call option held by Hasfarm Bidco with Next Capital III and Next Capital III D dated 20 August 2025, as disclosed to ASX by Lynch on 21 August 2025 with the "Notice of Initial Substantial Holder".
Next Capital	means Next Capital III and Next Capital III D.
Next Capital III	means Next Capital III, LP ABN 37 177 617 795 acting through its General partner Next Capital III Management Partners, LP acting through its General Partner Next Capital III GP Pty Ltd ACN 600 209 532.
Next Capital III D	means Next Capital Services III D Pty Limited ACN 602 385 286 ATF Next Capital Trust III D ABN 79 742 303 361.
Notice of Scheme Meeting	means the Notice of Scheme Meeting and the explanatory notes that form part of that notice as set out at Annexure D.
Participating Option	has the meaning given to it in Section 9.3 of the Scheme Booklet.

For personal use only

Term	Meaning
Permitted Dividend	means a dividend in an amount not exceeding \$0.09 per Lynch Share declared by Lynch on or about the date of the Scheme Implementation Agreement and paid by Lynch to Lynch Shareholders before the Implementation Date in respect of which all of the requirements in clause 4.4(a) of the Scheme Implementation Agreement in respect of such dividend have been satisfied. The Permitted Dividend does not form part of the Scheme Consideration and has been paid irrespective of whether the Scheme proceeds.
Proxy Form	means the proxy form that is dispatched to Lynch Shareholders in accordance with the orders of the Court or is available from the Lynch Registry.
Recommendation	means the Lynch directors' recommendation in favour of the Scheme made in accordance with clause 5.2(a) of the Scheme Implementation Agreement.
Registered Address	means in relation to a Lynch Shareholder, the address shown in the Lynch Share Register as at the Scheme Record Date.
Related Bodies Corporate	has the meaning it has in the Corporations Act.
Relevant Interest	has the meaning given to that term by sections 608 and 609 of the Corporations Act.
Representative	means, in relation to Lynch: (a) any company Controlled by Lynch; or (b) in relation to the Lynch or a company controlled by the Lynch, any of their respective directors, officers, employees, consultants, agents, partners, contractors or professional advisers (including legal, accounting, taxation, technical, corporate and financial advisers, and also including management consultants and other insurers) who provides advisory services in a professional capacity and who has been engaged by that entity (but excludes, for the avoidance of doubt, the Independent Expert).
Requisite Majorities	has the meaning given to that term in Section 4.7 of this Scheme Booklet.
Reverse Break Fee	\$2.7 million (excluding GST).
Scheme	means the scheme of arrangement under Part 5.1 of the Corporations Act between Lynch and the Scheme Shareholders under which all Lynch Shares will be transferred to Hasfarm Bidco, in consideration for the Scheme Consideration, the form of which is attached as Annexure B, subject to any alterations or conditions made or required by the Court pursuant to section 411(6) of the Corporations Act to the extent they are approved in writing by Lynch and Hasfarm Bidco, or otherwise agreed to in writing by Hasfarm Bidco and Lynch.
Scheme Booklet	means this document being the explanatory statement in respect of the Scheme, which has been prepared by Lynch in accordance with section 412 of the Corporations Act.

GLOSSARY AND INTERPRETATION

Term	Meaning
Scheme Consideration	means the consideration to be provided by Hasfarm Bidco to each Scheme Shareholder for the transfer to Hasfarm Bidco of each Scheme Share, being for each Lynch Share held by a Scheme Shareholder as at the Scheme Record Date an amount of \$2.155 cash per Lynch Share.
Scheme Implementation Agreement	means the Scheme Implementation Agreement dated 20 August 2025 between Lynch, Hasfarm, and Hasfarm Bidco a copy of which was released to the ASX on 20 August 2025.
Scheme Meeting	means the meeting of Lynch Shareholders ordered by the Court to be convened under section 411(1) of the Corporations Act to consider and vote on the Scheme and includes any meeting convened following any adjournment or postponement of that meeting.
Scheme Meeting Record Time	7.00pm (AEDT) on the date that is 48 hours before the date of the Scheme Meeting.
Scheme Record Date	means 5.00pm on the second Business Day following the Effective Date or such other date as Lynch and Hasfarm Bidco agree.
Scheme Resolution	means the resolution under section 411(4)(a)(ii) of the Corporations Act to approve the Scheme, as put to the Lynch Shareholders at the Scheme Meeting.
Scheme Shares	means all Lynch Shares held by the Scheme Shareholders as at the Scheme Record Date.
Scheme Shareholder	means each person who is a Lynch Shareholder as at the Scheme Record Date.
Second Court Date	means the first day on which an application made to the Court for an order under paragraph 411(4)(b) of the Corporations Act approving the Scheme is heard or, if the application is adjourned or subject to appeal for any reason, the day on which the adjourned application or appeal is heard.
Section	means a section of this Scheme Booklet.
Stamp Duty	means any stamp, transfer or transaction duty or similar charge imposed by the laws of an Australian state or territory.
Subsidiary	of an entity means another entity which: (a) is a subsidiary of the first entity within the meaning of the Corporations Act; and (b) is part of a consolidated entity constituted by the first entity and the entities it is required to include in the consolidated financial statements it prepares or would be, if the first entity was required to prepare consolidated financial statements.

For personal use only

Term	Meaning
Superior Proposal	the Lynch Board, acting in good faith and in order to satisfy what the Lynch Board considers to be its fiduciary or statutory duties (after having obtained written advice from Lynch's legal adviser and, if determined to be appropriate by the Lynch Board, financial adviser): (a) is reasonably capable of being valued and completed in accordance with its terms, taking into account all aspects of the Competing Proposal, including its conditions, the identity, reputation and financial condition of the person making such proposal, and all relevant legal and regulatory matters in each case to the extent known by the Lynch Board; and (b) would, if completed substantially in accordance with its terms, be reasonably likely to result in a transaction more favourable to Lynch Shareholders as a whole than the Scheme, taking into account all aspects of the Competing Proposal including but not limited to consideration, funding, certainty and timing.
Syndicated Acquisition Facilities	has the meaning given to it in Section 6.6 of this Scheme Booklet.
Target Prescribed Event	has the meaning given to that term in the Scheme Implementation Agreement.
Target Representations and Warranties	means the representations and warranties of Lynch set out in clause 12.1 of the Scheme Implementation Agreement, as each is qualified by clause 12.5 of the Scheme Implementation Agreement.
Taxes	means taxes, levies, imposts, charges and duties (including stamp and transaction duties) paid, payable or assessed as being payable by any authority together with any fines, penalties and interest in connection with them.
Tax Act	means the <i>Income Tax Assessment Act 1936</i> (Cth) or the <i>Income Tax Assessment Act 1997</i> (Cth), or both as the context requires.
Third Party	means any person other than Lynch, Hasfarm Bidco or their respective Affiliates
Transaction	means the acquisition of Lynch Shares by Hasfarm Bidco through implementation of the Scheme in accordance with the terms of the Scheme Implementation Agreement.
Transaction Documents	has the meaning given to that term in the Scheme Implementation Agreement.
TPG	means the global private investment firm known as "TPG".
TPG Asia VIII	means TPG Asia VIII SF Pte. Ltd (UEN 202222280R).
TPG Hazel	means TPG Hazel SG Pte. Ltd.
Trust Account	means the \$A denominates trust account with an authorised deposit-taking institution (as defined in the <i>Banking Act 1959</i> (Cth)) operated by or on behalf of Lynch to hold the Scheme Consideration on trust for the purpose of paying the Scheme Consideration to the Scheme Shareholders in accordance with clause 6.2 of the Scheme.
VWAP	volume-weighted average price.

10.2 Interpretation

In this Scheme Booklet, unless expressly stated or the context otherwise appears:

- (a) headings and bold type are for convenience only and do not affect the interpretation of this Scheme Booklet;
- (b) the singular includes the plural and the plural includes the singular;
- (c) words of any gender include all genders;
- (d) other parts of speech and grammatical forms of a word or phrase defined in Scheme Booklet have a corresponding meaning;
- (e) a reference to a person includes any company, partnership, joint venture, association, corporation or other body corporate and any Government Agency, as well as an individual;
- (f) a reference to a clause, section, party, schedule, attachment or exhibit is a reference to a clause of, section of and a party, schedule, attachment or exhibit to this Scheme Booklet;
- (g) a reference to any legislation includes all delegated legislation made under it and amendments, consolidations, replacements or re-enactments of any of them (whether passed by the same or another Government Agency with legal power to do so);
- (h) a reference to a document (including this Scheme Booklet) includes all amendments or supplements to, or replacements or novations of, that document;
- (i) a reference to '\$', 'A\$' or 'dollar' is to the lawful currency of Australia;
- (j) a reference to any time is, unless otherwise indicated, a reference to that time in AEDT;
- (k) a term defined in or for the purposes of the Corporations Act, and which is not defined in Section 10.1, has the same meaning when used in this Scheme Booklet;
- (l) a reference to a party to a document includes that party's successors and permitted assignees;
- (m) no provision of this Scheme Booklet will be construed adversely to a party because that party was responsible for the preparation of this Scheme Booklet or that provision;
- (n) any agreement, representation, warranty or indemnity in favour of two or more parties (including where two or more persons are included in the same defined term) is for the benefit of them jointly and severally;
- (o) a reference to a body (including an institute, association or authority), other than a party to this Scheme Booklet, whether statutory or not:
 - (i) which ceases to exist; or
 - (ii) whose powers or functions are transferred to another body,is a reference to the body which replaces it or which substantially succeeds to its powers or functions;
- (p) a reference to an agreement other than this Scheme Booklet includes a deed and any legally enforceable undertaking, agreement, arrangement or understanding, whether or not in writing;
- (q) a reference to liquidation or insolvency includes appointment of an administrator, a reconstruction, winding up, dissolution, deregistration, assignment for the benefit of creditors, bankruptcy, or a scheme, compromise or arrangement with creditors (other than solely with holders of securities or derivatives), or any similar procedure or, where applicable, changes in the constitution of any partnership or Third Party, or death;
- (r) if a period of time is specified and dates from a given day or the day of an act or event, it is to be calculated exclusive of that day;
- (s) a reference to a day is to be interpreted as the period of time commencing at midnight and ending 24 hours later;
- (t) if an act prescribed under this Scheme Booklet to be done by a party on or by a given day is done after 5.00pm on that day, it is taken to be done on the next day;
- (u) a reference to the Listing Rules includes any variation, consolidation or replacement of these rules and is to be taken to be subject to any waiver or exemption granted to the compliance of those rules by a party; and
- (v) a reference to something being "reasonably likely" (or to a similar expression) is a reference to that thing being more likely than not to occur when assessed objectively.

Annexures





KPMG Corporate Finance
A division of KPMG Financial Advisory Services
(Australia) Pty Ltd
Australian Financial Services Licence No. 246901
Level 11, Heritage Lanes
80 Ann St
Brisbane Qld 4000

GPO Box 223
Brisbane Qld 4001
Australia

ABN: 43 007 363 215
Telephone: +61 7 3233 3111
Facsimile: +61 7 3233 3100
www.kpmg.com.au

The Directors
Lynch Group Holdings Limited
8B Williamson Road
Ingleburn NSW 2565
Australia

21 October 2025

Dear Directors

Independent Expert Report and Financial Services Guide

Part One – Independent Expert Report

1 Introduction

On 20 August 2025 (the **Announcement Date**), Lynch Group Holdings Limited (ASX: LGL) (**Lynch**) announced that they had entered into a Scheme Implementation Agreement (**SIA**) with Hasfarm Holdings Limited (**Hasfarm**) and Darwin Aus Bidco Pty Ltd (**Hasfarm Bidco**) (jointly, the **Bidder Group**) whereby Hasfarm Bidco agreed to acquire 100% of the shares in Lynch by way of a Court-approved members' scheme of arrangement (the **Scheme**) under Part 5.1 of the Corporations Act 2001 (*Cth*) (the **Transaction**). The Bidder Group are controlled by private equity fund, TPG Capital Asia (**TPG**).

If the Scheme is implemented, Lynch shareholders (**Lynch Shareholders**) will receive cash consideration of \$2.155 per Lynch share (**Scheme Consideration**) being \$2.245 per Lynch share, less any permitted dividend paid to the Lynch Shareholders prior to the implementation of the Scheme. At the announcement of Lynch's 2025 full year results, the Lynch board resolved to pay a permitted fully franked final dividend of \$0.09 per Lynch share (**Permitted Dividend**), with payment of the dividend made to Lynch Shareholders on 18 September 2025. The Permitted Dividend was not conditional on the Scheme.

If the Scheme is implemented, any Shareholder who acquires a Lynch share after the Permitted Dividend record date of 3 September 2025 (**Dividend Record Date**) and who remains a shareholder on the Scheme implementation date, will receive the Scheme Consideration.

Lynch is an Australian floriculture company listed on the Australian Securities Exchange (**ASX**) with a closing market capitalisation of approximately \$213.6 million¹² as of 19 August 2025 (i.e. immediately prior to the Announcement Date). Lynch's business is in the horticultural production and wholesale of flowers and potted plants to supermarket chains and commercial outlets throughout Australia and China.

Hasfarm, a portfolio company controlled by private equity fund TPG, is a tropical highlands grower of temperate flowers in Asia, with production in Vietnam, China and Indonesia. In addition to cut flowers, Hasfarm also produces pot plants. Hasfarm is vertically integrated with consumer-facing businesses retailing flowers in-store and online, and with wholesaling businesses in Vietnam, China and Japan.

¹ Currency in this report is denominated in Australian dollars (\$) unless otherwise stated

² 122,066,112 shares outstanding at a share price of \$1.75 the day prior to the Announcement Date.



The Directors of Lynch (the **Directors**) have requested KPMG Financial Advisory Services (Australia) Pty Ltd (of which KPMG Corporate Finance is a division) (**KPMG Corporate Finance**) prepare an Independent Expert Report (**IER**) to the Lynch Shareholders in relation to the Scheme. The purpose of the IER is to set out whether, in our opinion, the Scheme is in the best interests of Lynch Shareholders as a whole.

2 Purpose of this report

The sole purpose of this report is an expression of the opinion of KPMG Corporate Finance as to whether the Scheme is in the best interest of the Lynch Shareholders. This report should not be used for any other purposes or by any other party. Our opinion should not be interpreted as representing a recommendation to Lynch Shareholders to either accept or reject the Scheme, which remains a matter solely for individual shareholders to determine.

The specific terms of the resolutions to be approved by Lynch Shareholders in relation to the Scheme are set out in the explanatory statement sent to Lynch Shareholders (**Scheme Booklet**) to which this report is attached. This report should be considered in conjunction with, and not independently of, the information set out in the Scheme Booklet in its entirety.

Further information regarding KPMG Corporate Finance as it pertains to the preparation of this report is set out in Appendix A.

KPMG Corporate Finance's Financial Services Guide is contained in Part Two of this report.

2.1 Technical requirements

Section 411(3) of the *Corporations Act 2001 (Cth)* (**the Act**) requires that an explanatory statement issued in relation to a proposed scheme of arrangement under Section 411 of the Act include information that is material to the making of a decision by a member as to whether or not to agree with the relevant proposal. In this regard, the Directors have requested KPMG Corporate Finance to prepare an IER to satisfy the requirements of Section 411 (although there is no technical requirement in the current circumstances for an IER to be prepared in relation to the Scheme).

In undertaking our work, we have referred to guidance provided by the Australian Securities and Investment Commission (**ASIC**) in its Regulatory Guides, in particular Regulatory Guide 111 'Content of expert reports' (**RG 111**) which outlines the principles and matters which it expects a person preparing an IER to consider when providing an opinion on whether a transaction is "fair and reasonable", and therefore "in the best interests" of Lynch Shareholders.

2.2 Basis of assessment

RG 111.18 sets out that where a scheme of arrangement is used as an alternative to a takeover bid, the form of analysis undertaken by the expert should be substantially the same as for a takeover bid. That form of analysis considers whether the transaction is "fair and reasonable" and, as such, incorporates issues as to value. In particular:

- 'fair and reasonable' is not regarded as a compound phrase
- an offer is 'fair' if the value of the offer price or consideration is equal to or greater than the value of the securities subject to the offer
- the expert should not consider the percentage holding of the 'bidder' or its associates in the target when making this comparison
- an offer is 'reasonable' if it is 'fair'



Lynch Group Holdings Limited
*Independent Expert Report and Financial
 Services Guide*
 21 October 2025

- an offer might also be 'reasonable' if, despite being 'not fair', the expert believes that there are sufficient reasons for security holders to accept the offer in the absence of any higher bid before the close of the offer.

Fairness

As noted, RG 111 provides that an offer is 'fair' if the value of the consideration is equal to or greater than the value of the shares subject to the offer. It is a requirement of RG 111 that the comparison be made assuming 100% ownership of the 'target' and irrespective of whether the consideration is scrip or cash and without regard to the percentage holding of the bidder or its associates in the target prior to the bid.

Accordingly, the principal matter we are required to consider is whether the Scheme Consideration is equal to or exceeds the market value of an existing Lynch share, on a 100% control basis.

RG 111 provides that any special value of the 'target' to a particular 'bidder' (e.g. synergies that are not available to other bidders) should not be taken into account under this comparison, rather they are matters that an expert might consider in assessing whether an offer is reasonable. As such, in assessing the full underlying value of Lynch, we have considered those synergies and benefits that would be available to a pool of potential purchasers of Lynch. Accordingly, our valuation of Lynch has been determined regardless of the bidder and any special benefits that may result.

Reasonableness

Reasonableness involves an analysis of other factors that shareholders might consider prior to accepting an offer, such as but not limited to:

- recent trading prices and the liquidity of the market in the target's shares
- the risk profile of continuing to hold shares in the target against that of accepting the proposed consideration
- any special value of the target to the bidder
- the likely market price of the target's shares in the absence of the offer
- any conditions associated with the offer
- the likelihood of an alternative offer being made
- the consequences of not approving the scheme.

If an offer is considered not to be fair, it may still be considered reasonable and therefore in the best interests of the Lynch Shareholders.

3 Summary of opinion

3.1 Summary

In our opinion, the Scheme is in the best interests of Lynch Shareholders in the absence of a Superior Proposal (as defined in the Scheme Booklet).

In arriving at this opinion, we have assessed whether the Scheme is:

- **fair** for Lynch Shareholders, by comparing the Scheme Consideration to our assessed value of a Lynch share on a controlling interest basis. As the Permitted Dividend has been



paid as at the date of this report, we have assessed the equity value of Lynch on an ex-dividend basis and compared this to the Scheme Consideration, and

- **reasonable** for Lynch Shareholders, by assessing the implications of the Scheme for Lynch Shareholders, the alternatives to the Scheme which are available to Lynch and the consequences for Lynch Shareholders of not approving the Scheme.

Our assessment has concluded that **the Scheme is fair and reasonable to Lynch Shareholders**. As such, in accordance with RG 111, we have concluded that **the Scheme is in the best interests of Lynch Shareholders**.

3.2 Basis of assessment

RG 111.18 sets out that where a scheme of arrangement is used as an alternative to a takeover bid, the form of analysis undertaken by the expert should be substantially the same as for a takeover bid. That form of analysis considers whether the transaction is "fair and reasonable" and, as such, incorporates issues as to value. In particular:

- 'fair and reasonable' is not regarded as a compound phrase
- an offer is 'fair' if the value of the offer price or consideration is equal to or greater than the value of the securities subject to the offer
- the expert should not consider the percentage holding of the 'bidder' or its associates in the target when making this comparison
- an offer is 'reasonable' if it is 'fair'
- an offer might also be 'reasonable' if, despite being 'not fair', the expert believes that there are sufficient reasons for security holders to accept the offer in the absence of any higher bid before the close of the offer.

3.3 The Scheme is fair

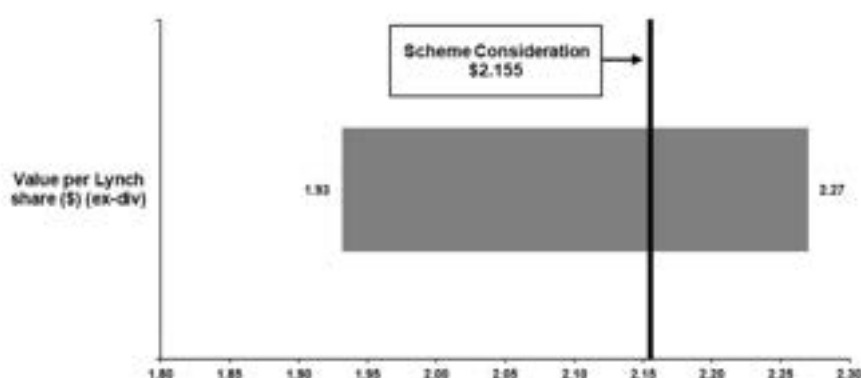
We have assessed the value of Lynch, inclusive of a control premium and post the payment of the Permitted Dividend (i.e. on a controlling, ex-dividend basis), to be in the range of \$240.9 million to \$283.0 million, which corresponds to a value of \$1.93 to \$2.27 per Lynch share on a fully diluted basis. As the Scheme Consideration of \$2.155 per Lynch share is within and towards the high end of our assessed value range for a Lynch share, we consider the Scheme to be fair.

The figure below illustrates the assessment of fairness by comparing the Scheme Consideration to the KPMG Corporate Finance value range (as described above) for a Lynch share on a fully diluted basis.



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

Figure 1: Assessment of fairness



Source: KPMG Corporate Finance Analysis

Our valuation of Lynch is set out in Section 9 of this report and is summarised in Section 3.3.1 below.

3.3.1 Value of a Lynch share

We have assessed the value of a Lynch share to be in the range of \$1.93 to \$2.27 on a controlling, ex-dividend, fully diluted basis.

We have adopted a Capitalised Earnings approach (as defined in Section 9) in valuing Lynch. In applying the Capitalised Earnings approach, we have undertaken the following steps:

- Determined the level of normalised earnings: We have adopted Lynch's FY25 earnings before interest, tax, depreciation and amortisation (**EBITDA**) and where appropriate made adjustments to ensure the earnings figure adopted is reflective of a normalised operating earnings figure
- Determined the multiple to apply to the normalised earnings: Lynch operates in a relatively mature industry, having a well-established market position in each of the geographies in which it operates. Since there are no pure floriculture or floral distribution businesses in Australia, a broad set of publicly traded wholesalers, distributors and agriculture businesses have been selected as comparable companies. We have also had regard to transactions involving companies with operations that are broadly comparable to that of Lynch
- Calculated Lynch's enterprise value
- Adjusted the enterprise value for net debt and surplus assets/liabilities
- Calculated Lynch's equity value



- Added a control premium: In assessing an appropriate premium for control in accordance with RG 111, we have considered synergies that may be available to a pool of potential purchasers, which would likely include public company costs and, potentially, limited back-office costs. We consider these synergies are captured in our adopted control premium of 30% (Refer Section 9.2.2)
- Deducted the Permitted Dividend.

Our valuation of Lynch is set out in Section 9 of this report and is summarised in the table below.

Table 1: Valuation of Lynch

\$m (unless stated otherwise)	Section reference	Value range	
		Low	High
Selected EBITDA (FY25)	9.3.2	43.2	43.2
EBITDA multiple (times) (on a minority basis)	9.3.3	6.00x	6.75x
Enterprise value (on a minority basis) (cum-div)		259.3	291.7
Less: net debt	9.3.5	(24.0)	(24.0)
Less: lease liabilities	9.3.5	(40.0)	(40.0)
Add: surplus assets (less: surplus liabilities)	9.3.6	(1.5)	(1.5)
Equity Value (on a minority basis) (cum-div)		193.8	226.2
Premium for control (times)	9.3.7	1.30x	1.30x
Equity Value (on a control basis) (cum-div)		251.9	294.0
Less: Permitted Dividend payment	9.3.8	(11.0)	(11.0)
Equity Value (on a control basis) (ex-div)		240.9	283.0
Fully paid ordinary number of Lynch shares on issue (million) ²	8.11	124.7	124.7
Value per Lynch Share (\$) (on a control basis) (ex-div)		1.93	2.27

Source: KPMG Corporate Finance analysis

Notes:

- ¹ Figures may not calculate exactly due to rounding
- ² Assuming the Lynch options that were identified to convert to shares prior to the Record Date (Refer Section 8.11), Lynch will have 124,733,137 shares on issue (on a fully diluted basis) at the Record Date

As our valuation reflects 100% ownership of Lynch inclusive of a control premium, we would expect the value to be in excess of the price at which Lynch shares would trade on the ASX, in the absence of a takeover offer.

In forming our view as to the value of Lynch shares, we considered numerous factors including the following:

- Lynch's operating model as a wholesaler and distributor in the floriculture sector in Australia,
- Lynch's operating model in China, including wholesaling and distribution in the China floriculture sector, together with upstream production capabilities (Australia is currently in the process of exiting upstream production following the recent strategic review)
- the maturity of the Australian floriculture sector, with Lynch a key player within this market, holding strong relationships with the grocery/supermarket retailers as well as across both domestic and international suppliers
- Lynch's strong in-house biosecurity expertise which enables the efficient import and export of flowers by ensuring ongoing compliance with the latest Australian biosecurity regulations



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

- both the potential risk and the potential growth in the China segment as general consumer confidence starts to slowly improve, noting that China's economic growth and stability remains uncertain in the current environment.
- the overall growth in headline revenue, whilst earnings has remained broadly stable, over the last three years, reflecting the earnings margin pressure that the business faces, particularly in China.

KPMG Corporate Finance's valuation of Lynch's operating business has been cross-checked utilising a second Capitalised Earnings methodology, based upon an earnings before interest and tax (EBIT) earnings figure, as well as compared to Lynch's historical trading price.

3.4 The Scheme is reasonable

In accordance with RG 111, an offer is reasonable if it is fair. As we have assessed the Scheme to be fair for Lynch Shareholders, the Scheme is reasonable. Notwithstanding this requirement, we have also considered the following factors that Lynch Shareholders may wish to consider in assessing whether to approve the Scheme.

In the event Lynch Shareholders were to form the view that the value of a Lynch share lies at or above the top end of our assessed value range for a Lynch share, then these Lynch Shareholders should consider whether there are sufficient other factors to approve the Scheme.

3.4.1 Advantages

The Scheme Consideration represents a premium to the last undisturbed trading price of a Lynch share

The Scheme Consideration represents a 23.1% premium to the last undisturbed closing price prior to the announcement of the Scheme of \$1.75 and also represents a premium of between 20.2% and 28.9% over the VWAPs³, calculated over period of one week, one month, three months, six months and twelve months.

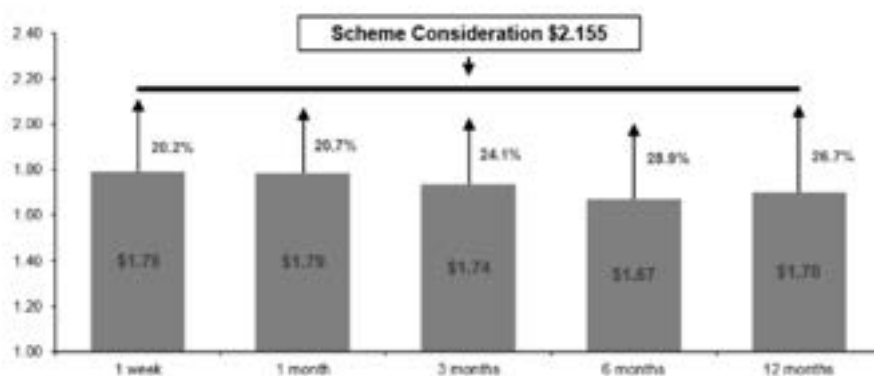
The following figure illustrates the premium of the Scheme Consideration of \$2.155 per share to VWAPs calculated over the specified periods.

In our view, this premium likely includes a value for market participant synergies and potentially a component of buyer specific synergies. We also consider that the premia calculated slightly understate the actual premiums (particularly for the shorter time periods), given in those periods we are comparing cum-dividend VWAPs to the Scheme Consideration, which is ex-dividend.

³ VWAPs presented are on a cum-dividend basis, whilst the Scheme Consideration is on an ex-dividend basis as the Permitted Dividend was paid out 18 September 2025.



Figure 2: Lynch share price trading relative to the Scheme Consideration



Source: PRESS, KPMG Corporate Finance Analysis

The Scheme Consideration provides certainty to Lynch Shareholders

The Scheme provides certainty to Lynch Shareholders as it provides them an opportunity to exit their investment in Lynch at a cash price that is certain and which includes a meaningful premium to Lynch's recent undisturbed trading prices. This is of particular relevance, given the trading volume and liquidity for Lynch's shares is relatively low (11.1 million and 9.1% of the issued capital within the last 12 months respectively), meaning there may be challenges for Lynch Shareholders looking to exit their investment in Lynch, both in term of timing and price, in the absence of the Scheme.

3.4.2 Disadvantages

By exiting their investment in Lynch, Lynch Shareholders will not participate in future growth in the value of Lynch

By exiting their investment in Lynch, Lynch Shareholders will not participate in any future growth in the value of Lynch, over and above that already reflected in the Scheme Consideration. In this regard, KPMG Corporate Finance's valuation of Lynch, which overlaps the Scheme Consideration attributes value to the potential recovery and growth in the China segment, as well as continued development of the sale-or-return (SOR) model in the Australia segment.

Lynch Shareholders will be forced to sell their Lynch shares if the Scheme is approved

Should the Scheme be approved, all Lynch Shareholders will be required to sell their shares to the Bidder Group, irrespective of how they voted. That is, Lynch Shareholders will not be able to retain their shares or hold an equity position in Lynch, as they will be required to participate in the Scheme. This may not align with individual Lynch Shareholder's financial strategies or risk profiles and may give rise to unappealing tax consequences.

3.5 Other considerations

In forming our opinion, we have also considered a number of other factors, as detailed below. While these factors do not impact on our opinion, we consider it appropriate for Lynch Shareholders to consider these factors in assessing the Scheme.



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

Lynch's share price will likely fall in the absence of the Scheme

The current share price of Lynch reflects the terms of the Scheme and, therefore, includes a substantial control premium to recent undisturbed trading prices, noting that Lynch shares closed at \$1.75 on 19 August 2025, the day prior to the Announcement of the Scheme. As such, in the absence of the Scheme, a Superior Proposal or speculation concerning a Superior Proposal, the Lynch share price is likely to fall.

Likelihood of a Superior Proposal is considered low

At the date of this report, no Superior Proposal has emerged since the Scheme was announced. Whilst there remains an opportunity for a Superior Proposal to emerge, we consider the likelihood of a Superior Proposal to be low:

- Hasfarm Bidco has entered into call option deeds with Next Capital and MA Asset Management Ltd which provide Hasfarm Bidco the right, but not the obligation, to call for the delivery of, and restrict the disposal of, 24,291,156 Lynch Shares in aggregate (representing voting power on Lynch of 19.8%), as outlined in the Scheme Booklet. Whilst not a blocking stake, it is a significant holding which may deter a Superior Proposal from being made
- from a product and geographic presence perspective, Hasfarm is a strong complimentary partner to Lynch, as there is limited material cross-over, other than having presence in China. With Hasfarm paying a fair value for Lynch, the emergence of a Superior Proposal is considered unlikely as there is a limited number of potential bidders that will be able to extract greater buyer specific synergies.

Certain Lynch Shareholders have confirmed they will vote in favour of the Scheme, absent a Superior Proposal

As described in the Scheme Booklet, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Lynch Shareholders:

- Lynch Shareholders, who collectively hold or control approximately 38.5% per the Scheme Booklet of Lynch shares, have confirmed their intention to vote in favour of the Scheme
- each Lynch Director who holds or controls Lynch Shares intends to vote in favour of the Scheme Resolution in relation to all Lynch Shares held or controlled by them.

These undertakings, together with the call options discussed above, increase the likelihood of the Scheme being approved, subject to the stated qualifications.

Transaction costs associated with the Scheme

The management of Lynch (**Lynch Management**) has estimated that Lynch will incur costs in relation to the Scheme of approximately \$2.5 million (plus GST and disbursements, excluding any break fee) in the event the Scheme does not proceed. One-off transaction costs associated with the Scheme primarily relate to adviser, legal and expert fees.



The Scheme is subject to the satisfaction of a number of conditions

There are a number of conditions which, if not satisfied, will result in the Scheme not being implemented. If the Scheme is not implemented, Lynch Shareholders will continue to hold their existing Lynch Shares.

Taxation implications for Shareholders

Section 8 of the Scheme Booklet sets out a general description of the tax consequences for Lynch Shareholders who hold their shares on capital account. If the Scheme is implemented, Australian resident Lynch Shareholders will be deemed to have disposed of their Lynch Shares and the disposal will constitute a capital gains tax event. Lynch Shareholders will make a capital gain or loss depending on the cost base of their Lynch shares.

Foreign residents may be subject to capital gains withholding tax on the capital proceeds. Refer to Section 8.3 of the Scheme Booklet.

We recommend that Lynch Shareholders consider their individual circumstances, review Section 8 of the Scheme Booklet for further information as to how the tax implications apply to their circumstances and seek the advice of their own professional advisers, prior, to accepting the Scheme.

3.6 Consequences if the Scheme does not proceed

In the event that the Scheme is not approved or any conditions precedent prevent the Scheme from being implemented, Lynch will continue to operate in its current form and remain listed on the ASX. As a consequence:

- Lynch Shareholders will not receive the Scheme Consideration and the implications of the Scheme, as summarised above, will not occur, other than with respect to the one-off transaction costs incurred, or committed to, prior to the Scheme Meeting. Lynch may also be liable to pay the break fee in certain circumstances, as set out in the Scheme Booklet.
- Lynch will continue to operate as a listed stand-alone entity. Lynch Shareholders will continue to be exposed to the risks associated with an investment in Lynch as discussed previously, and
- in the absence of a superior alternative proposal, Lynch's ordinary share price will likely fall, for the reasons set out previously.

4 Other matters

In forming our opinion, we have considered the interests of Lynch Shareholders as a whole. This advice therefore does not consider the financial situation, objectives or needs of individual Lynch Shareholders. It is not practical or possible to assess the implications of the Scheme on individual Lynch Shareholders as their financial circumstances are not known. The decision of individual Lynch Shareholders as to whether or not to approve the Scheme is a matter for individuals based on, amongst other things, their risk profile, liquidity preference, investment strategy and tax position.

Individual Lynch Shareholders should therefore consider the appropriateness of our opinion to their specific circumstances before acting on it. As an individual's decision to vote for or against the Scheme may be influenced by his or her particular circumstances, we recommend that individual Lynch Shareholders, including residents of foreign jurisdictions, seek their own independent professional advice.



Lynch Group Holdings Limited
*Independent Expert Report and Financial
 Services Guide*
 21 October 2025

Our report has been prepared:

- in accordance with the relevant provisions of the Act and other applicable Australian regulatory requirements
- solely for the purpose of assisting Lynch Shareholders in considering the Scheme.

We do not assume any responsibility or liability to any other party as a result of reliance on this report for any other purpose.

KPMG Corporate Finance has made reasonable enquiries of Lynch and Lynch has concluded that Design and Distribution Obligation regulations do not apply to the Scheme.

Neither the whole nor any part of this report or its attachments or any reference thereto may be included in or attached to any document, other than the Scheme Booklet to be sent to Lynch Shareholders in relation to the Scheme without the prior written consent of KPMG Corporate Finance as to the form and context in which it appears. KPMG Corporate Finance consents to the inclusion of this report in the form and context in which it appears in the Scheme Booklet.

Our opinion is based solely on information available as at the date of this report as set out in Appendix B. We have not undertaken to update our report for events or circumstances arising after the date of this report other than those of a material nature which would impact upon our opinion. We refer readers to the limitations and reliance on information as set out in Section 6.2 of our report.

References to an Australian financial year (i.e. the reporting period to June XX) have been abbreviated to FYXX and references to calendar years have been abbreviated to CYXX.

The above opinion should be considered in conjunction with and not independently of the information set out in the remainder of this report, including the appendices.

Yours faithfully

Bill Allen
 Authorised Representative

Joanne Lupton
 Authorised Representative



Contents

Part One – Independent Expert Report.....	1
1 Introduction.....	1
2 Purpose of this report.....	2
2.1 Technical requirements.....	2
2.2 Basis of assessment.....	2
3 Summary of opinion.....	3
3.1 Summary.....	3
3.2 Basis of assessment.....	4
3.3 The Scheme is fair.....	4
3.3.1 Value of a Lynch share.....	5
3.4 The Scheme is reasonable.....	7
3.4.1 Advantages.....	7
3.4.2 Disadvantages.....	8
3.5 Other considerations.....	8
3.6 Consequences if the Scheme does not proceed.....	10
4 Other matters.....	10
5 Summary of the Scheme.....	17
5.1 Conditions precedent.....	17
5.2 Exclusivity.....	18
5.3 Other clauses.....	18
6 Scope of the report.....	18
6.1 Purpose.....	18
6.2 Limitations and reliance on information.....	18
6.3 Disclosure of information.....	19
7 Industry overview.....	19
8 Profile of Lynch.....	20
8.1 Background.....	20
8.2 History.....	21
8.3 Business model.....	21
8.4 Strategy.....	22



Lynch Group Holdings Limited
*Independent Expert Report and Financial
 Services Guide*
 21 October 2025

8.5	Operations.....	23
8.5.1	Products.....	24
8.5.2	Country contribution	25
8.5.2.1	Australia segment.....	26
8.5.2.2	China segment.....	27
8.6	Historical financial performance.....	28
8.6.1	FY23	29
8.6.2	FY24	30
8.6.3	FY25	30
8.6.4	Australia segment performance.....	31
8.6.5	China segment performance	33
8.6.6	Taxation	34
8.6.7	Dividends	34
8.7	Historical financial position	34
8.7.1	Inventories.....	35
8.7.2	Biological assets.....	36
8.7.3	Other assets.....	36
8.7.4	Property, Plant and equipment	36
8.7.5	ROU assets.....	36
8.7.6	Intangible assets	36
8.7.7	Derivatives	37
8.7.8	Trade and other payables.....	37
8.7.9	Borrowings	37
8.8	Statement of cash flows	37
8.9	Board of Directors	39
8.10	Share capital and ownership	39
8.11	Performance rights, Options and Share Rights.....	39
8.12	Share trading history	40
8.12.1	Recent trading in ordinary shares / VWAP.....	40
8.12.2	Relative share price performance	42
8.12.3	Trading liquidity on the ASX.....	43
8.12.4	Trading after the Announcement Date	43



9	Valuation of Lynch.....	44
9.1	Valuation summary.....	44
9.2	Approach.....	44
9.2.1	Selected Methodology.....	44
9.2.2	Control Premium.....	45
9.2.3	Cross-checks.....	46
9.3	Valuation of Lynch.....	46
9.3.1	Summary.....	46
9.3.2	Determination of normalised earnings.....	47
9.3.3	Determination of earnings multiple.....	47
9.3.3.1	Share market evidence.....	48
9.3.3.2	Transaction evidence.....	49
9.3.3.3	Selection of the earnings multiple range.....	50
9.3.4	Capitalised Earnings valuation of Lynch.....	51
9.3.5	Net debt and lease liabilities.....	52
9.3.6	Surplus assets and liabilities.....	52
9.3.7	Control Premium.....	52
9.3.8	Permitted Dividend.....	53
9.4	Cross-check.....	53
9.4.1	Comparison to comparable companies.....	53
9.4.2	Equity value (on a minority basis).....	53
9.4.3	FY25 normalised EBIT.....	53
9.4.4	Implied FY25 EBIT multiples.....	53
9.4.5	Historical trading price.....	54
9.5	Synergies unique to the Bidder Group.....	54
	Appendix A – KPMG Corporate Finance Disclosures.....	56
	Qualifications.....	56
	Disclaimers.....	56
	Independence.....	56
	Professional standards.....	57
	Appendix B – Sources of information.....	58
	Appendix C – Industry Overview.....	59



Lynch Group Holdings Limited
*Independent Expert Report and Financial
Services Guide*
21 October 2025

Appendix D – Methodology overview 66

Appendix E – Selected listed companies 68

Appendix F – Selected transactions 70

Part Two – Financial Services Guide 72



List of tables

Table 1: Valuation of Lynch.....	6
Table 2: Overview of Lynch's history.....	21
Table 3: Lynch's historical consolidated financial performance	29
Table 4: Lynch's historical financial position.....	35
Table 5: Lynch's borrowings as at 29 June 2025 (\$ millions)	37
Table 6: Lynch's historical consolidated statement of cash flows	38
Table 7: Lynch's Board of Directors	39
Table 8: Lynch's substantial shareholders as at 14 October 2025	39
Table 9: Lynch Trading Liquidity before the Announcement Date	43
Table 10: Lynch Trading Liquidity after the Announcement Date	43
Table 11: Valuation of Lynch.....	46
Table 12: Valuation of Lynch.....	51
Table 13: Net debt and lease liabilities.....	52
Table 14: EBIT cross-check.....	53
Table 15: Historical trading price analysis	54

List of figures

Figure 1: Assessment of fairness	5
Figure 2: Lynch share price trading relative to the Scheme Consideration	8
Figure 3: Revenue by products	24
Figure 4: Operating revenue by segment	25
Figure 5: Underlying EBITDA by segment.....	25
Figure 6: Australia segment revenue and underlying EBITDA margin	31
Figure 7: China segment revenue and underlying EBITDA margin	33
Figure 8: Lynch daily close price and volume traded on the ASX.....	41
Figure 9: Lynch's performance relative to the S&P/ASX All Ordinaries Index and S&P/ASX 300 Consumer Discretionary Sector Index.....	42
Figure 10: Australian floral retail market by product	60
Figure 11: Historic Australian floral retail market size.....	60
Figure 12: Historic Chinese floral retail market size	63



Lynch Group Holdings Limited
*Independent Expert Report and Financial
 Services Guide*
 21 October 2025

5 Summary of the Scheme

The principal terms of the Scheme as they affect Lynch Shareholders are that any Lynch Shareholder that holds a Lynch share as at the record date for the Scheme will receive the Scheme Consideration of \$2.155 cash per Lynch share, if the Scheme is implemented.

In the absence of a superior proposal and subject to an Independent Expert concluding (and continuing to conclude) that the Scheme is in the best interests of Lynch shareholders:

- The Board of Lynch has unanimously recommended that Lynch Shareholders vote in favour of the Scheme
- Each Lynch Director who has a relevant interest in Lynch shares has stated that they intend to vote, or cause to be voted, those Lynch shares in favour of the Scheme
- The following shareholders, who collectively hold or control approximately 38.5% per the Scheme Booklet of Lynch's ordinary shares outstanding as at the Announcement Date, have confirmed their intention to vote in favour of the Scheme:
 - Next Capital III, LP ABN 37 177 617 795 acting through its general partner Next Capital III Management Partners, LP acting through its general partner Next Capital III GP Pty Ltd ACN 600 209 532
 - Next Capital Services IIID Pty Limited ACN 602 385 286 as trustee for Next Capital Trust IIID ABN 79 742 303 361
 (together **Next Capital**)
 - Izzac Pty Ltd ACN 110 032 472 as trustee for Cazzie Trust and
 - Bridge International Holding Limited.

Hasfarm Bidco has entered into call option deeds with entities associated with MA Asset Management Ltd and Next Capital (who are shareholders of Lynch) in respect of 19.9% of Lynch's ordinary shares (in aggregate) and which entitle Hasfarm Bidco to acquire those Lynch shares in certain circumstances.

5.1 Conditions precedent

Completion of the Scheme is subject to a number of conditions precedent as set out in the Scheme Booklet, including, but not limited to:

- Lynch Shareholders approve the Scheme by the requisite majorities
- the Court makes orders to approve the Scheme
- the Independent Expert concludes, and continues to conclude, that the Scheme is in the best interest of the shareholders
- approvals, consent or confirmations from ASIC and the ASX that are reasonably necessary to implement the transaction
- no Material Adverse Effect (as defined in the Scheme Booklet) in respect of Lynch prior to the second Scheme court date.

As at the date of this report, Lynch is not aware of any reason why the conditions precedent will not be satisfied.



5.2 Exclusivity

During the Exclusivity Period, Lynch and its representatives will not:

- **'no shop' obligation:** directly or indirectly solicit any Competing Proposal (as defined in the Scheme Booklet) or any enquiries which may reasonably be expected to lead to a Competing Proposal; or
- **'no talk' obligation:** participate in any discussions or negotiations in relation to any Competing Proposal unless failure to do so would involve a breach of the fiduciary duties of its directors.
- **'no due diligence' obligation:** must not directly or indirectly, make available to any third party, any non-public information which could reasonably be expected to lead such third party to formulate, develop, or finalise a Competing Proposal unless failure to do so would involve a breach of the fiduciary duties of its directors.

Lynch must promptly notify Hasfarm Bidco if it (or any of its representatives) becomes aware of any proposed or potential Competing Proposal (or any contact that may reasonably be expected to lead to a Competing Proposal). Hasfarm Bidco has also been granted a right to match any Superior Proposal (as defined in the Scheme Booklet).

5.3 Other clauses

The SIA includes an obligation for Lynch to pay a break fee of \$2.7 million (excluding GST) to Hasfarm Bidco in certain circumstances if the Scheme does not proceed, along with various other standard provisions relevant to a scheme, such as termination rights and the obligations on Lynch and Hasfarm Bidco between signing the SIA and implementation. A reverse break fee of \$2.7 million (excluding GST) is payable by Hasfarm Bidco to Lynch in certain circumstances if the Scheme does not proceed.

Further details in relation to the Scheme are set out in the Scheme Booklet to which this report is attached, and also in the SIA included with Lynch's announcement of the Scheme on 20 August 2025.

6 Scope of the report

6.1 Purpose

This report has been prepared by KPMG Corporate Finance for inclusion in the Scheme Booklet to accompany the Notice of Meeting convening a Court ordered meeting of Lynch Shareholders on 21 November 2025 in accordance with Section 411 of the Act. The purpose of the meeting is to seek approval of the Scheme.

The sole purpose of this report is an expression of KPMG Corporate Finance's opinion as to whether the Scheme is in the best interests of Lynch Shareholders. This report should not be used for any other purposes or by any other party.

6.2 Limitations and reliance on information

In preparing this report and arriving at our opinion, we have considered the information detailed in Appendix B of this report. In forming our opinion, we have relied upon the truth, accuracy and completeness of any information provided or made available to us without independently verifying it. Nothing in this report should be taken to imply that KPMG Corporate Finance has in any way carried out an audit of the books of account or other records of Lynch for the purposes of this report.



Lynch Group Holdings Limited
*Independent Expert Report and Financial
 Services Guide*
 21 October 2025

Further, we note that an important part of the information base used in forming our opinion is comprised of the opinions and judgements of Lynch Management. We have had discussions with Lynch Management in relation to the nature of Lynch's operations, its specific risks and opportunities, its historical results and its prospects for the foreseeable future. This type of information has been evaluated through analysis, enquiry and review to the extent practical. However, such information is often not capable of external verification or validation.

Lynch has been responsible for ensuring that information provided by it or its representatives is not false or misleading or incomplete. Complete information is deemed to be information which at the time of completing this report should have been made available to KPMG Corporate Finance and would have reasonably been expected to have been made available to KPMG Corporate Finance to enable us to form our opinion.

We have no reason to believe that any material facts have been withheld from us but do not warrant that our inquiries have revealed all of the matters which an audit or extensive examination might disclose. The statements and opinions included in this report are given in good faith, and in the belief that such statements and opinions are not false or misleading.

The information provided to KPMG Corporate Finance included forecasts/projections and other statements and assumptions about future matters (**forward-looking financial information**) prepared by or on behalf of Lynch. KPMG Corporate Finance has relied upon this forward-looking financial information in preparing this report and Lynch remains responsible for all aspects of this forward-looking financial information. The forecasts and projections as supplied to us are based upon assumptions about events and circumstances which have not yet transpired. We have not tested individual assumptions or attempted to substantiate the veracity or integrity of such assumptions in relation to any forward-looking financial information. However, we have made sufficient enquiries to satisfy ourselves that such information has been prepared on a reasonable basis.

Notwithstanding the above, KPMG Corporate Finance cannot provide any assurance that the forward-looking financial information will be representative of the results which will actually be achieved during the forecast period. Any variations in the forward-looking financial information may affect our valuation and opinion.

The opinion of KPMG Corporate Finance is based on prevailing market, economic and other conditions at the date of this report. Conditions can change over relatively short periods of time. Any subsequent changes in these conditions could impact upon our opinion. We note that we have not undertaken to update our report for events or circumstances arising after the date of this report other than those of a material nature which would impact upon our opinion.

6.3 Disclosure of information

In preparing this report, KPMG Corporate Finance has had access to all financial information considered necessary in order to provide the required opinion. Due to commercial sensitivity and/or confidentiality undertakings, we have limited the level of disclosure in relation to certain key business arrangements. However, we have disclosed a summary of material information which we relied on in forming our opinion, which is consistent with the type of information that is regularly placed into the public domain by Lynch.

7 Industry overview

Lynch's principal area of operation is in the floral and floriculture industry, particularly in the supply and production of cut flowers and potted plants for the Australian and Chinese markets. The industry is characterised by highly perishable products and a supply chain that is highly



complex and sensitive to speed and time in transportation, with Lynch operating as a vertically integrated grower and wholesaler in this industry. To provide the context for assessing the prospects of Lynch, we have included an overview of recent trends in the floral retailing and floriculture production markets in Australia and China at Appendix C.

8 Profile of Lynch

8.1 Background

Lynch, founded in 1915 by the Lynch family, is a leading Australian floral company that operates a vertically integrated wholesale floral and potted plant business in Australia and China. Lynch is engaged in the horticultural production and wholesale of flowers and potted plants to a diversified customer base. Lynch has a dedicated products team that develops 'recipes' to process raw flowers into consumer ready products to meet consumer demand and retailer needs.

Lynch has four processing facilities in Brisbane, Sydney, Melbourne and Perth, and currently operates two farms, one in Queensland (**QLD**) and one in Western Australia (**WA**), having recently closed down the potted plant farm in WA. These farms and warehouses/processing facilities cover the entire process of planting, growing, merchandising and distributing flowers and plants to supermarket chains and commercial outlets throughout Australia and China.

Lynch successfully completed its initial public offering, listing on the ASX in April 2021, with the aim of the listing being:

- to finance the acquisition of the 80% equity stake it did not hold, in the Hong Kong-based horticulture company and premium rose producer, Van de Berg Asia Holding Limited (**VDB Asia**), which was completed concurrently with the listing
- to repay corporate debt
- to allow existing shareholders an opportunity to realise all or a portion of their investment and
- to increase the company profile.

Through a combination of acquisitions and strategic initiatives, Lynch has strengthened its market leadership position in Australia as well as expanded its growth footprint in the China market, leveraging its deep horticultural knowledge, extensive supply chain capabilities and merchandising expertise.

Key corporate actions include:

- **VDB Asia:** as discussed above, on 9 April 2021, Lynch acquired the remaining 80% stake in VDB Asia, reinforcing Lynch's growth platform and operational capabilities in China
- **Brisbane Market Flowers:** on 8 October 2021, Lynch completed the acquisition of the Brisbane Market Flowers, which complemented Lynch's supermarket wholesale operations in QLD and further scaled up its Market business
- **Closure of Australian farms:** in April 2025, Lynch announced the closure of its farm in QLD in the next 12 months (prior to the end of the current lease in 2030) and the closure (on the lease expiry) of the potted plant farm in WA. This decision followed a strategic review of Lynch's Australian potted farms operations, identifying that operating the farms created operational complexity in the business without providing material earnings contribution. Lynch's Australian core business was not reliant on direct farm ownership



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

and/or operation. Following the closures, Lynch will continue to source potted products via its established procurement network to meet ongoing customer demand. Based on discussion with Management, we understand that Lynch has ceased the operations of the potted farm in WA and the farm in QLD is expected to be exited around 30 June 2026. The remaining operating farm, the native wildflower farm in WA, is expected to continue operating until the end of lease in 2030

- **Expansion of China farms:** as at 29 June 2025, Lynch had expanded its production area to 85 hectares across its four farms in China, reflecting Lynch's ongoing commitment to scaling its farm footprint and increasing production capacity in China.

8.2 History

An overview of Lynch's history is provided in the table below:

Table 2: Overview of Lynch's history

Year	Event
1915	Original operations for what is now Lynch began in the form of a family-run floriculture business.
1979	Expanded to begin supplying Australian supermarkets.
2004	Expanded into the Chinese floral market, initially through importation and supplier networks.
2005	Lynch incorporated its first China centric subsidiary (incorporated in Hong Kong), Lynch China (HK) Limited.
2012	Lynch incorporated its second China centric subsidiary (incorporated in China), Lynch Horticulture Co Limited.
2015	In November, Next Capital, an Australian private equity firm, acquired a majority interest in Lynch to accelerate the company's growth trajectory in Australia and China.
2018	In September, Lynch announced the acquisition of Pine Valley (QLD) Pty Ltd, a Queensland flower wholesaler.
2019	In September, Lynch acquired a 20% shareholding in VDB Asia.
2021	In April, Lynch was listed on the ASX under the code LGL.
2021	In April, Lynch acquired the remaining 80% interest in VDB Asia, for total consideration of \$89.66 million.
2021	In October, Lynch announced the acquisition of Queensland-based flower wholesaler, Brisbane Market Flowers.
2025	On 20 August 2025, Lynch announced it had entered into a SIA with Hasfarm and Hasfarm Bidco

Source: Lynch's Annual Reports, Lynch company website, primary and secondary research

8.3 Business model

Lynch's vertically integrated business model (ranging across production, wholesale and distribution), diversified procurement base and product ranging flexibility enables Lynch to quickly align supply to changes in demand. In this respect, Lynch is focused on the following key areas across its Australia and China segments.



Australia

- **Vertically integrated supply chain:** Lynch is involved in the entire supply chain process through growing and sourcing of flowers and potted plants, processing and packaging, merchandising, inventory control and distribution to retail customers. This integration enables efficient cost management, quality assurance and responsiveness to changing market demand
- **Strong customer base:** Lynch has long-standing relationships with key Australian supermarkets, including Woolworths, Coles and ALDI, providing flowers either via the Core model, where flowers are sold to the supermarket who bears the risk of sales, or the SOR model, which exposes Lynch to more sales risk but provides it with control over product mix, volume and merchandising. This allows Lynch to manage product quality, reduce waste and ensure consistent in-store presentation, reinforcing its position as a reliable and value adding supplier. Lynch typically provides products to supermarkets on a white-label basis, allowing the supermarkets to sell floral products under specific non-Lynch branded packaging
- **Procurement diversification:** Lynch maintains a diversified procurement strategy, sourcing both locally and internationally through long-standing relationships with global suppliers. This geographic spread across multiple regions helps mitigate seasonal volatility and agricultural risks, ensuring consistent supply and product quality year-round
- **Industry-leading biosecurity expertise:** Lynch employs a dedicated biosecurity team with deep technical knowledge and strong regulatory relationships. These experts work collaboratively with government agencies, industry bodies and global suppliers to ensure compliance with strict biosecurity protocols. This internal capability supports reliable and efficient importation of floral products, while maintaining product integrity.

China

- **Farm operations:** Lynch operates four farms in Yunnan Province, a key flower-growing region, focusing on high-value flower varieties such as premium roses and tulips. Production benefits from favourable climatic conditions and Lynch's advanced greenhouse infrastructure, ensuring year-round high-quality supplies
- **Premium genetics:** Lynch leverages its strong relationship with global breeders to secure access to proprietary flower genetics, which underpin product differentiation and quality in the local market
- **Established sales channels:** Lynch sells its floral products directly to wholesalers, retailers and end-consumers via its WeChat webshop. In addition, it also supplies high-quality flowers to support the Australian operations, enabling supply stability and cost efficiency
- **Development of the vertically integrated supply chain:** The cross-segment knowledge transfer from Australia provides sustainable competitive advantages over local growers and supports Lynch's strategy to become a fully vertically integrated floral supplier in China. Key areas of expertise being applied include global procurement and breeder relationships, modern growing techniques, product innovation, and margin optimisation.

8.4 Strategy

Lynch's overall business and growth strategies are focused on building upon the existing platform to strengthen its retail channels, enhancing supply chain and procurement processes.



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

improving value-add services and scaling the business operations. Each of the specific strategic focus for the Australia and China segments (as appropriate) are discussed below.

Australia

The Australia segment is focused on driving growth through strategic retail partnerships, operational transformation and market expansion via the following initiatives:

- **Strengthening retail partnerships:** deepen collaboration with key supermarket partners, including Coles, Woolworths and independents (including ALDI), to drive sales growth and increase supermarket and wholesale market share
- **Independent channel expansion:** targeting growth in independent supermarkets by enhancing product offerings, launching new branded lines, and increasing event-driven volumes
- **Continued sale-or-return conversion:** further store conversions to SOR model to uplift sales. Refer to Section 8.5 for further details
- **Margin and efficiency improvements:** enhancing profitability through product mix optimisation, further rollout of automated bouquet lines and business process transformation, including the upgrade of the Enterprise Resource Planning (ERP) system
- **Market business development:** targeting sales growth via pricing strategies, targeted promotions and digital marketing initiatives (e.g. online ordering and inventory systems) and implementing a long-term site strategy, including re-aligning existing site network and development of new dual-purpose facilities.

China

The China segment is focused on strengthening internal capabilities, driving product innovation and expanding both domestic and export markets via the following initiatives:

- **Retail channels partnerships:** leveraging existing relationships to acquire new customers, enhancing pricing stability, scaling value-added bouquet production and increasing third-party grower supply to support the growth of the retail channel
- **Processing facility network:** focusing on growing the consumer market to broaden wholesale, retail and WeChat webshop customer reach, whilst increasing value-added production capacity to access consumer growth opportunities
- **B2C channel development:** leveraging the WeChat webshop success to increase direct-to-consumer sales of value-added floral products in key markets, processing facilities aligning volume growth with production capacity, marketing impact and increasing consumer engagement
- **Farm production and export:** expand farm production capacity, deepen output of high-value premium varieties and broaden direct sales into additional Asian export markets to grow export sales channel share over time.

8.5 Operations

A core strength of Lynch's operation is its ability to consistently deliver a stable, scaled year-round supply of fresh floral and potted products, which is enabled by a diversified and global procurement base, sophisticated supply chain management, and extensive in-house processing and merchandising expertise. Lynch operates an extensive nationwide logistics network tailored for fresh product handling. This network is designed to support both regular and peak seasonal



demand, while maintaining end-to-end cool-chain integrity, which is critical for preserving product quality and shelf life.

Lynch's China operations form an important component of its upstream global supply strategy and is integral to Lynch's ability to supply year-round fresh flowers to the Chinese domestic markets as well as the Australian and other international markets. Lynch operates four large-scale farms, located in Shuanghe, Changkou, Lufeng and Yiliang in Yunnan Province, one of the world's most important floriculture hubs known for its ideal altitude, climate and growing conditions. Lynch's China farms provide significant capacity in high-demand flower varieties such as roses and tulips. The China segment is transitioning toward full vertical integration, which will ensure quality control, supply consistency and cost efficiency.

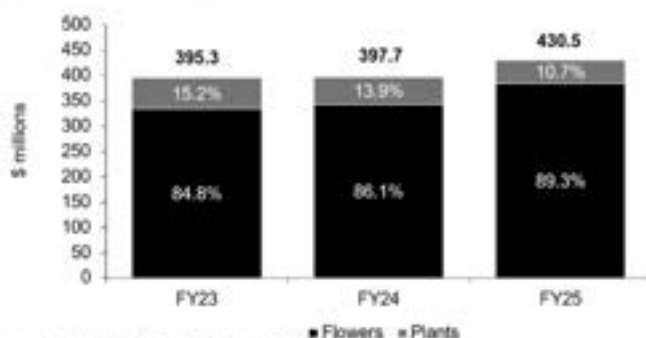
8.5.1 Products

Lynch offers a comprehensive portfolio of consumer-ready floral products, tailored to cater for a wide range of customer preferences and occasions. The main product categories are:

- **Straights:** suited for both gifting and everyday use with an average vase life of 7-8 days. The products key strengths lie in flexibility, speed-to-market and ease of handling, making them a low-complexity product
- **Arrangements/bouquets:** tailored for gifting with an average 7–8 days vase life. This product line involves greater operational complexity due to seasonal peaks and require efficient large-scale processing
(together, **Flowers**)
- **Potted plants:** used for both gifting and self-consumption, offering extended longevity with a consumer life span of over five years. Visual appeal is key while production complexity remains relatively low.

The revenue by product and share of revenue by Lynch's products in FY23, FY24 and FY25 are shown in Figure 3.

Figure 3: Revenue by products



Source: Lynch FY23, FY24 Annual Reports and FY25 Appendix 4E

Among the product categories, Flowers sales contributed the majority share of overall revenue compared to the Potted plants, with the Flowers share increasing over the review period. Refer to Sections 8.6.4 and 8.6.5 for detailed segment analysis.



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

8.5.2 Country contribution

The Australia segment is Lynch's largest revenue contributor throughout the review period, as shown in Figure 4. The negative revenue relates to the intersegment eliminations for products exported from China to Australia.

Lynch's operating revenue and the share of revenue by its operating segments in FY23 to FY25 is shown in Figure 4.

Figure 4: Operating revenue by segment



The Australia segment contributed the majority of Lynch's revenue over the period under review, ranging between 81.4% and 82.9% (prior to adjusting for inter-segment eliminations). Refer to Sections 8.6.4 and 8.6.5 for a more detailed segment analysis.

Lynch's underlying EBITDA and the share of underlying EBITDA by its operating segments in FY23, FY24 and FY25 is shown in Figure 5.

Figure 5: Underlying EBITDA by segment





The Australia segment's contribution has increased from 48.4% in FY23 to slightly below 80% in FY24 and FY25. Refer to Sections 8.6.4 and 8.6.5 for a more detailed segment analysis.

8.5.2.1 Australia segment

The Australia segment currently consists of the following segments:

Wholesale

Lynch operates as the largest vertically integrated and scaled supplier of floral and potted products to major Australian supermarkets, supplying floral products to key customers, such as Coles, Woolworths and Aldi, who represent 69% of the groups external revenues. It also provides wholesale floral products to supermarkets, retail chains, online marketplaces and florists. Its product offerings range from straight stems and bouquets to an expanding range of potted plants.

Markets

Lynch's Australian markets business supports online marketplaces, independent retailers, and florists through its existing warehouse facilities in New South Wales (**NSW**), Victoria (**VIC**), QLD and WA, with smaller facilities in both Adelaide and Canberra. Operating under the FlowerHQ brand, it supplies semi-processed, non-value-added floral products. Dedicated market sites exist in NSW/Australian Capital Territory (**ACT**) (Flemington, Newcastle, Canberra), QLD (Rocklea) and South Australia (**SA**) (Adelaide), whilst in WA, the market business operates out of the wholesale facility. This structure provides regional florists with significant time and logistical efficiencies. Leveraging Lynch's strong procurement capabilities, the markets business delivers a wide range of high-quality floral products to its customers.

Farms

Following the closure of the farms in QLD and WA, Lynch will operate one leasehold farm in WA, while being supplied by two third-party operated farms in NSW. Lynch directly manages all aspects of production on its own farms as well as sourcing outputs from partner farms.

As a result of Lynch's FY25 strategic planning process, Lynch decided to exit the QLD farm in FY26, following significant damage to growing inventory caused by recent extreme weather events. Lynch has also recently ceased operations of the WA potted plant farm upon the expiry of the lease in April 2025. The remaining native wildflower facility in WA will remain operational until the lease expiry in 2030. No material impact on underlying earnings is expected upon closure of the two farms.

Competitive advantages

Lynch's Australia segment has certain competitive advantages in its market, which includes:

- **Market Leadership:** Lynch is the largest floral operator in Australia, with a scale advantage over competitors
- **Vertically integrated business model:** full control across the value chain from growing, logistics, procurement and merchandising drives efficiency and responsiveness
- **Operational expertise:** proven capability in managing complex supply chains for highly perishable products, supported by staff with deep industry expertise
- **Diversified procurement and supplier network:** Lynch's Australian floral supply is widely sourced, from Lynch farms in Australia and China to a broad network of third-party growers located domestically within Australia and internationally. This diversification helps mitigate



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

Lynch's seasonal and agricultural risks while supporting product consistency and year-round availability

- **Biosecurity expertise:** successful navigation of biosecurity regulations enables Lynch to minimise stock losses, reduce time-to-shelf and maximise product freshness and vase life. Lynch has implemented robust measures, particularly for products grown at its Chinese farms, to mitigate the risk of non-compliance upon entry onto Australian soil, positioning Lynch as a reliable importer of high-quality floral products into Australia
- **Strong cash flow:** low capital intensity supports strong cash generation and reinvestment potential.

Key risks

Key risks that the Australia segment face includes:

- **Customer concentration:** heavy reliance on a few key supermarkets customers presents revenue risk should partnership dynamics change
- **Key person risk:** dependency on specialised expertise creates vulnerability due to challenges in recruiting skilled talent and potential loss of key staff to competitors.

8.5.2.2 China segment

The China segment is divided into three components:

Farms

Lynch is one of the largest flower growers in China. It operates four farms across Yunnan Province, with the largest leased flower-growing landholding in the region. These farms are strategically positioned near major transport hubs and are equipped with advanced greenhouse infrastructure featuring automated climate and production control systems. In building out the China segment, Lynch has been leveraging and transferring proven expertise from its Australian operations to China, creating a sustainable competitive advantage over local growers and further advancing its strategy of becoming a vertically integrated floral player in the region.

Domestic sales

Lynch has a well-established domestic sales platform for floral products in China, that has been operating for several years with a focus on streamlining the multi-tiered logistics and distribution channels. By offering a more direct-to-market solution, Lynch reduces intermediaries, enabling it to capture greater margins via vertical integration. Sales channels include direct sales to wholesalers in other Chinese cities (bypassing traditional intermediaries like auction houses and secondary wholesalers), direct sales to retailers such as supermarkets and online platforms, and direct-to-consumer sales through the proprietary WeChat webshop. Lynch's major customers are Sam's Club, Dingdong, Hema, with Pupu onboarded as a new customer in FY25.

Export sales

The China segment's export sales component plays an integral role in supporting Lynch's Australia segment by exporting premium flowers grown from its farms in China, alongside third-party sourced products. These exports are typically a high-quality product that benefits from lower freight costs due to China's geographic proximity to Australia. Lynch's robust export infrastructure, including biosecurity accreditation, offers operational flexibility by allowing products to be sold domestically or exported to Australia as needed.



Competitive Advantages

Lynch has certain competitive advantages in its China segment, including:

- **Strong local presence:** fully domestic operation with local teams, production, customers and sales channels ensures deep market understanding and responsiveness
- **Operational expertise:** skilled and dedicated staff with strong expertise across growing, operations and sales, well-adapted to a fast-paced and evolving market
- **Extensive greenhouse infrastructure:** large-scale greenhouse and packing facilities (over 85 hectares) enable cost efficiency and year-round supply reliability
- **Cost leadership:** leading low-cost supplier of roses and tulips in the region, with proven capability in managing complex and perishable supply chains.

Key risks

Key risks that the China segment face includes:

- **High capital intensity:** significant investment required to maintain and operate large-scale growing assets, increasing financial exposure
- **Operational risk:** over-reliance on farm output versus value-added products can result in volume pressure during weak market conditions
- **Key person risk:** difficulty in sourcing skilled talent with relevant skills and potential loss of staff to competitors
- **Market risk:** prolonged decline in consumer sentiment and spending within China, combined with increasing competition, potentially impacting overall earnings potential
- **Environmental and regulatory risk:** high emissions from greenhouse heating, water availability concerns and potential government policy shifts pose long-term risks to the China segment's business operations.

8.6 Historical financial performance

Lynch's historical audited consolidated statements of financial performance for FY23, FY24 and FY25, reflecting the review period, are summarised below.



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

Table 3: Lynch's historical consolidated financial performance

For the	Audited period ending	Audited period ending	Audited period ending
\$m	2-Jul-23	30-Jun-24	29-Jun-25
Total revenue	395.3	397.7	430.5
Other income	0.8	0.1	0.1
Fair value movement on biological assets	0.1	(0.3)	(0.1)
Total other income	0.9	(0.3)	(0.0)
Changes in inventories	(1.2)	(2.4)	1.7
Raw materials and consumables used	(209.6)	(209.2)	(234.0)
Employee benefits	(51.3)	(54.9)	(60.9)
Contractors' expenses	(40.5)	(41.6)	(46.6)
Freight expenses	(29.3)	(26.1)	(26.6)
Depreciation and amortisation expense	(23.3)	(24.6)	(26.4)
Selling and marketing expense	(0.8)	(0.7)	(0.7)
Occupancy expenses	(1.8)	(1.9)	(2.6)
Other expenses	(19.4)	(21.0)	(24.1)
Finance costs	(5.8)	(6.5)	(6.8)
Impairment expenses	0.0	(30.1)	(6.5)
	(382.0)	(419.4)	(433.5)
Profit / (loss) before income tax expense	13.3	(21.6)	(3.0)
Income tax expense	(3.3)	(4.4)	(1.0)
Profit / (loss) for the year	9.9	(26.1)	(4.0)
Other comprehensive gain / (loss) that will subsequently be reclassified to loss			
Foreign currency translation differences	(6.6)	(0.3)	3.1
Cash flow hedges – effective portion of changes in fair value net of tax	(0.3)	(0.3)	(0.5)
Other comprehensive gain / (loss), net of tax	(7.0)	(0.6)	2.6
Total comprehensive gain / (loss) attributable to: Lynch Group Holdings Limited	3.0	(26.7)	(1.5)
Reconciliation to EBITDA			
Profit / (loss) before income tax expense	13.3	(21.6)	(3.0)
Finance costs	5.8	6.5	6.8
Impairment expenses	-	30.1	6.5
EBIT	19.1	15.0	10.3
Depreciation and amortisation expense	23.3	24.6	26.4
EBITDA	42.3	39.6	36.7
Non-recurring items	-	-	-
Australian farm closure expense	-	-	4.9
Australian SAP upgrade expense	-	-	1.6
NSW site relocation	0.4	-	-
EBITDA (underlying)	42.7	39.6	43.2

Source: Lynch FY23, FY24 Annual Reports and FY25 Appendix 4E, KPMG Corporate Finance analysis

Note: Amounts may not add exactly due to rounding

Note: FY23 figures were based on 53 trading weeks, whereas FY24 and FY25 figures were based on 52 trading weeks

8.6.1 FY23

Lynch's FY23 results reflect:

- total revenue of \$395.3 million, an increase of 7.8% compared to FY22, underpinned by 4.7% growth in the Australia segment, supported by stronger SOR store sales and 11.8% growth from the China segment as a result of higher production volumes, despite softer pricing due to COVID-19 related disruptions



- underlying EBITDA fell by 11.4% to \$42.7 million, from FY22, largely due to increasing costs and operational challenges, such as elevated freight rates, tight labour market and increased buying costs in Australia, alongside COVID-19 disruptions, lower pricing and rising expenses in China, which was partly offset by revenue growth from both country segments. Refer to Sections 8.6.4 and 8.6.5 for further details on segment performance
- an adjustment of \$0.4 million for non-recurring costs in relation to the relocation of Lynch's NSW operations and head office team to a purpose-built facility in Ingleburn, NSW during the period
- increase in depreciation largely driven by capital investments in China's growth assets and the 15-year lease on the new NSW site.

8.6.2 FY24

Lynch's FY24 results reflect:

- total revenue of \$397.7 million, a modest increase of 0.6% when compared to FY23 revenue of \$395.3 million. The outcome reflected a mixed segment performance, with the Australia segment delivering a 1.8% revenue growth supported by stable consumer demand, while the China segment saw revenue decline by 12.0% due to subdued consumer sentiment and weaker domestic pricing amid challenging macroeconomic conditions. Refer to Sections 8.6.4 and 8.6.5 for further details on segment performance
- underlying EBITDA down by 7.3% to \$39.6 million, from FY23, which excludes the \$30.1 million impairment loss recognised against the goodwill of the China segment, reflecting the deteriorating levels of consumer confidence and weaker discretionary spending within the China domestic market. Refer to Sections 8.6.4 and 8.6.5 for further details on segment performance
- increase in depreciation predominately from capital invested in China growth assets to develop productive land and depreciation from right-of-use (ROU) assets from the full year effect of the NSW facility.

8.6.3 FY25

Lynch's FY25 results reflect:

- total revenue reaching \$430.5 million, an increase of 8.2% compared to FY24, underpinned by strong category growth in Australia as consumers continued to shift towards floral purchases from supermarkets, the successful launch of a new local customer brand and solid demand in China for tulips and roses. Refer to Sections 8.6.4 and 8.6.5 for further details on segment performance
- underlying EBITDA up by 9.1% to \$43.2 million, from FY24, which excludes the \$4.9 million in cost associated with the closure of the QLD and WA farms and the ERP (SAP) system upgrade expense of \$1.6 million. Refer to Sections 8.6.4 and 8.6.5 for further details on segment performance



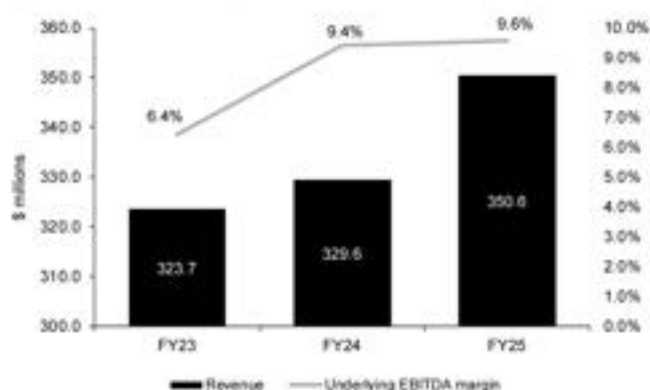
Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

- underlying EBITDA excludes an impairment loss of \$6.5 million, primarily related to the damage caused by Cyclone Alfred
- increase in depreciation, largely driven by capital investments in China's growth assets for productive land development and ROU assets.

8.6.4 Australia segment performance

Lynch's Australia segment's revenue and underlying EBITDA margin for FY23, FY24 and FY25 are shown in the following figure.

Figure 6: Australia segment revenue and underlying EBITDA margin



Source: Lynch FY23, FY24 Annual Reports and FY25 Appendix 4E, KPMG Corporate Finance analysis

Note: FY23 Australia segment statutory revenue includes 53 trading weeks, whereas FY24 and FY25 figures were based on 52 trading weeks

In relation to the Australia segment's operating revenue and underlying EBITDA margin, we note:

- In FY23, the Australia segment delivered revenue of \$323.7 million, reflecting a growth of 4.7% relative to FY22, underpinned by increased supermarket penetration and strong performance in its SOR store network despite broader economic pressures caused by COVID-19. Active collaboration with key customers on pricing and product range further supported the topline performance

The Australia segment reported an underlying EBITDA of \$20.7 million, reflecting a 6.4% EBITDA margin. The result was underpinned by solid revenue growth for the period, against elevated input costs, particularly international freight and local floral sourcing, in the first half. Margin recovery gained momentum in the second half as these cost pressures moderated

- In FY24, the Australian segment achieved revenue of \$329.6 million, reflecting a growth of 1.8% relative to FY23, supported by stable consumer demand despite ongoing cautious spending and broader economic challenges. Whilst demand from wholesalers and florists remained subdued, growth was maintained through increased supermarket penetration and



a strong recovery in margins, driven by a normalisation of supplies and logistics post COVID-19

The Australia segment delivered an underlying EBITDA of \$31.0 million, reflecting a 9.4% EBITDA margin, an increase of 50.0% relative to FY23. This performance was driven by the revenue uplift and targeted key input cost reduction initiatives across freight, floral procurement and labour. Despite subdued demand from wholesalers and florists and ongoing cautious consumer spending, floral product demand remained steady. Margin improvement was further supported by effective execution of key trading events, stable labour availability and easing international freight rates, offsetting broader inflationary pressures. Additional productivity gains were made through ongoing efforts to improve production efficiency and domestic freight management

- In FY25, the Australia segment generated revenue of \$350.6 million, reflecting a 6.4% revenue growth year-on-year amid stable consumer demand, despite a cautious consumer spending environment. The revenue growth was driven by a successful brand launch with a major customer and the expansion of product categories. Enhanced sales were further supported by the conversion of 50 Core stores to the SOR model, raising supermarket penetration in the floral category, continued investment in product innovation and ongoing product range optimisation

The Australia segment delivered an underlying EBITDA of \$33.5 million with a 9.6% EBITDA margin and an 8.1% increase on FY24, which was supported by the revenue uplift and effective cost management initiatives. Margin improvement was achieved through targeted efficiencies in domestic freight, labour and procurement, offsetting inflationary pressures and elevated China freight costs. Key trading events, particularly Valentine's Day and Mother's Day, contributed meaningfully to profitability, while the automation of bouquet lines at two Australian production sites reduced overtime and delivered labour cost savings. The underlying EBITDA was adjusted to remove the impact from the QLD cyclone, the costs related to the closure the farms in WA and QLD and the ERP (SAP) system upgrade expense.

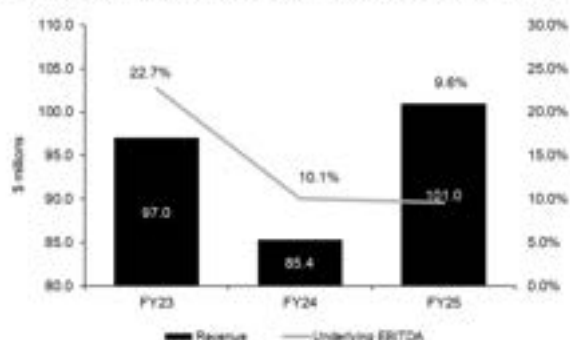


Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

8.6.5 China segment performance

Lynch's China segment's revenue and underlying EBITDA margin for FY23, FY24 and FY25 is shown in the following figure.

Figure 7: China segment revenue and underlying EBITDA margin



Source: Lynch FY23, FY24 Annual Reports and FY25 Appendix 4E, KPMG Corporate Finance analysis

In relation to the China segment's operating revenue and underlying EBITDA margin, we note:

- In FY23, the China segment achieved revenue of \$97.0 million, posting a strong growth of 11.8% on FY22, primarily driven by volume growth of its rose production and tulip program expansion. While early period pricing was impacted by COVID-19 related restrictions, strong operational continuity during lockdowns ensured stable volumes and minimal waste, offsetting pricing pressure and driving overall revenue growth. The China segment reported an underlying EBITDA of \$22.1 million, reflecting a 22.7% EBITDA margin, down 11.9% relative to FY22, despite a strong revenue growth. Profitability was impacted by significant operational disruptions and lower average selling price in the first half due to COVID-19 related lockdowns and restrictions. While pricing improved in the second half during key trading events, rising input cost, particularly for labour, energy and international freight, placed additional pressures on margins.
- In FY24, the China segment faced a challenging environment, with a 12.0% decline in revenue to \$85.4 million, amid weakened domestic consumer confidence and lower pricing, notably an approximate 18.0% drop in rose prices. Despite the headwinds, there was an overall uplift in volumes, supported by strong operational execution across growing and processing. Export pricing also softened in line with reductions in international freight cost, partially offset by improved production yields from expanded farm capacity upon the successful launch of a second processing facility in Guangzhou. The China segment's underlying EBITDA fell sharply by 60.9% to \$8.6 million, relative to FY23, reflecting a 10.1% EBITDA margin. This fall was largely driven by highly subdued domestic consumer confidence and weaker pricing eroding revenue, which was partially offset by volume growth achieved through effective management of growing and processing operations.



- In FY25, the China segment generated revenue of \$101.0 million, reflecting a 18.3% increase relative to FY24. The strong growth was underpinned by a gradual recovery in consumer confidence, leading to improved sale dynamics and pricing. A key contribution was a c.40% increase in tulip sales, driven by both higher volumes and pricing. Rose sales remained broadly in line with FY24, with strong pricing in second half offset by volume fluctuations due to extreme weather events.

The China segment achieved an underlying EBITDA of \$9.7 million (9.6% EBITDA margin), reflecting a 12.7% increase relative to FY24. This growth resulted from higher tulip volumes, stable rose sales and increased export activity, particularly to Australia, whilst managing input costs through effective cost management. Further, farm expansion to 85 hectares in conjunction with the China segment's broad distribution coverage in Kunming, Shanghai, and a full year contribution from the Guangzhou processing facilities, supported the improved performance.

8.6.6 Taxation

Lynch paid total income taxes of \$14.2 million over the review period, comprising \$4.1 million in FY23, \$6.2 million in FY24, and \$3.9 million in FY25.

We understand that the current balance of deferred tax assets has been netted off against the deferred tax liabilities when they relate to income taxes imposed by the same taxation authority. As such, Lynch recognised a net deferred tax liability of \$2.9 million and \$1.2 million in FY23 and FY24, respectively.

In FY25, it recognised a deferred tax asset of \$4.3 million and a deferred tax liability of \$1.5 million separately, as the income taxes recognised were levied by different taxation authorities.

8.6.7 Dividends

Lynch's dividend payments over the period under review are listed as follows:

- For the period ended 2 July 2023, the Directors declared a fully franked final dividend of 7.0 cents per share (\$8.5 million in total) on 23 August 2023 which was paid on 20 September 2023.
- For the period ended 30 June 2024, the Directors declared a fully franked interim dividend of 4.0 cents per share (\$4.9 million in total) on 21 February 2024 which was paid on 20 March 2024, and a fully franked final dividend of 8.0 cents per share (\$9.8 million in total) on 21 August 2024 which was paid on 18 September 2024.
- For the period ended 29 June 2025, the Directors declared a fully franked interim dividend of 5.0 cents per share (\$6.1 million in total) on 19 February 2025 (which was paid on 19 March 2025), and a fully franked final dividend of 9.0 cents per share (\$11.0 million in total) on 20 August 2025 (which was paid on 18 September 2025).

8.7 Historical financial position

The Group's historical audited statements of financial position as at each of 2 July 2023, 30 June 2024 and 29 June 2025 are summarised below.



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

Table 4: Lynch's historical financial position

As at	Audited	Audited	Audited
\$m	2-Jul-23	30-Jun-24	29-Jun-25
ASSETS			
Current assets			
Cash and cash equivalents	36.4	32.3	30.8
Trade and other receivables	20.0	19.9	25.1
Inventories	13.3	10.5	12.1
Biological assets	5.7	6.0	3.4
Current tax asset	0.1	0.0	0.0
Other assets	4.6	6.2	7.1
Total Current Assets	80.1	75.0	78.6
Non-current assets			
Property, plant and equipment	86.5	85.3	74.6
Deferred tax assets	0.0	0.0	4.3
Right-of-use assets	44.1	41.1	35.3
Intangible assets	191.0	154.6	149.9
Total non-current assets	321.6	281.0	264.0
Total assets	401.7	356.0	342.6
LIABILITIES			
Current liabilities			
Trade and other payables	46.6	44.2	50.3
Current tax liabilities	0.3	0.0	0.8
Lease borrowings	5.0	5.5	6.1
Borrowings	4.4	4.2	5.0
Provisions	9.1	8.2	9.3
Total current liabilities	65.3	62.1	71.4
Non-current liabilities			
Lease liabilities	40.5	38.1	34.0
Borrowings	50.8	50.9	49.8
Provisions	3.7	4.0	3.7
Deferred tax liabilities	2.9	1.2	1.5
Total non-current liabilities	97.8	95.2	89.0
Total Liabilities	163.1	157.2	160.4
Net assets	238.5	198.8	182.2
EQUITY			
Issued share capital			
Contributed equity	245.7	245.7	245.7
Reserves	9.4	9.1	12.4
Accumulated losses	(16.5)	(56.0)	(75.9)
Total Equity	238.5	198.8	182.2
Total Liabilities And Equity	401.7	356.0	342.6

Source: Lynch FY23, FY24 Annual Reports and FY25 Appendix 4E, KPMG Corporate Finance analysis
Note: Amounts may not add exactly due to rounding

8.7.1 Inventories

Inventories are comprised of raw and packaging materials, finished goods and provision for obsolescence. Approximately \$3.0 million of inventory write-downs (related to unsaleable inventories) was recognised as part of cost of sales in FY25, of which \$2.9 million was attributable to the damage caused by Cyclone Alfred at the QLD farm. Additionally,



approximately \$0.2 million in relation to the impact on the fair value change of biological assets was included as part of the inventory write-offs following the cyclone.

8.7.2 Biological assets

Biological assets relate to flowers and potted plants from both the Australian and China farms, including flowers and plants in various growing cycle as well as some finished goods which have not yet been sold. Biological assets are measured at fair value every six months for statutory reporting purposes.

The value of biological assets declined significantly by \$2.6 million (43.1%) to \$3.4 million as at 29 June 2025, which was predominately driven by the reduction of plants in production following the closure of a farm in WA and the disposal of inventory at the QLD farm.

8.7.3 Other assets

Other assets primarily comprise prepayments which mainly relates to the tulip program expansion in China and foreign exchange contracts measured at fair value (Refer to discussion on derivatives in Section 8.7.7). In FY24, other assets increased by \$1.6 million (34.1%), reflecting the prepayments made in relation to the China segment tulip expansion program. This further increased by \$0.9 million (14.6%) as at 29 June 2025, reflecting continuing prepayments related to the ongoing expansion of the tulip program in China.

The prepayments include tulips bulbs purchased in advance in China, with other related costs recognised within operating expenses.

8.7.4 Property, Plant and equipment

Property, plant and equipment decreased by \$10.8 million (12.6%) as at 29 June 2025, largely driven by the asset impairments of \$5.2 million in relation to the QLD farm, which formed part of the impairment loss of \$6.5 million, and \$0.6 million of asset disposal at the WA farm.

8.7.5 ROU assets

Lynch holds property leases for warehouse facilities (across NSW, VIC, QLD and WA), smaller customer facing sites servicing florists and wholesalers in NSW, QLD, ACT and SA, and the farm sites in QLD and WA.

In China, Lynch's lease portfolio includes its four farms in Yunnan Province, along with smaller warehouse and office facilities in its Shanghai, Guangzhou and Kunming as well as heating equipment.

Right-of-use assets declined by \$5.9 million (14.2%) to \$35.3 million as at 29 June 2025, including the asset impairments of \$1.3 million in relation to the Australian farms, which formed part of impairment loss of \$6.5 million.

8.7.6 Intangible assets

Intangible assets decreased significantly by \$36.4 million (19.1%) as at 30 June 2024, primarily due to a \$30.1 million impairment of goodwill associated with the China segment, reflecting the decline in consumer confidence and weaker discretionary spending in the Chinese domestic market.



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

8.7.7 Derivatives

Lynch enters forward foreign exchange contracts to hedge foreign currency exposure arising from its operating activities, primarily related to purchases denominated in U.S. Dollar (USD). In line with its risk management policy, Lynch hedges approximately 50% of forecast USD foreign currency purchases over a forward 6-month period.

Foreign currency forward contracts are recognised at fair value as either other assets or trade and other payables. As at 29 June 2025, Lynch recognised \$0.6 million foreign exchange contracts as part of trade and other payables.

8.7.8 Trade and other payables

Trade and other payables increased by \$6.1 million, up by 13.7% from 30 June 2024, largely due to the timing of payments to suppliers given different year end date between the financial years.

8.7.9 Borrowings

As at 29 June 2025, Lynch had \$85.0 million committed loan facilities with \$30.0 million of these facilities undrawn. Details of the borrowings and debt maturity profile of Lynch as at 29 June 2025 are set out in the following table.

Table 5: Lynch's borrowings as at 29 June 2025 (\$ millions)

Borrowings (\$ millions)	Drawn	Undrawn	Limit	Loan Currency	Maturity
Secured commercial bank bills	3.1	0.1	3.2	CNY	Between July 2025 and June 2026
Secured commercial bank bills	1.9	0.6	2.6	CNY	Between August 2025 and December 2025
Unsecured commercial bank bills	-	4.3	4.3	CNY	June 2026
Secured term facilities	50.0	-	50.0	AUD	October 2026
Capes, working capital and guarantee facility	-	25.0	25.0	AUD	October 2026
Total borrowings	\$5.0	\$30.0	\$85.0		
Less: capitalised borrowing costs - term facilities	(0.2)				
Balance sheet debt	\$4.8				

Source: Lynch FY25 Appendix 4E, KPMG Corporate Finance analysis
Note: All loans shown in AUD. The FX rate used for conversion was CNY/AUD 4.69

Both the secured and unsecured commercial bank bills are denominated in Chinese Yuan (CNY). Of the total secured commercial bank bills of \$5.7 million, \$3.2 million (CNY 15 million) is secured over certain property, plant and equipment owned by Lynch in China and \$2.6 million (CNY 12 million) is secured by a charge over the ordinary share capital of VDB Asia and other unrelated property, plant and equipment owned by Lynch in China.

The Australia secured term facility is secured by a security interest over all present and after-acquired property associated with the Australia segment. Lending covenants for the Australia facility include interest cover ratio and net leverage ratio. Whilst remaining undrawn, it is noted that \$2.5 million of the capital expenditure, working capital and guarantee facility, had been utilised as bank guarantees for certain Australian property leases.

Based on discussion with Management, we understand that Lynch was compliant with lending covenants as at 29 June 2025.

8.8 Statement of cash flows

Lynch's historical audited consolidated statements of cash flows for each of FY23, FY24 and FY25 are summarised below.



Table 6: Lynch's historical consolidated statement of cash flows

For the	Audited period ending	Audited period ending	Audited period ending
\$m	2-Jul-23	30-Jun-24	29-Jun-25
Cash flows from operating activities			
Receipts from customers	429.4	430.9	460.3
Payments to suppliers and employees	(388.0)	(391.9)	(422.1)
Receipts from government grants and other income	0.8	0.1	0.1
Interest and other costs of finance paid	(5.6)	(6.4)	(6.6)
Income taxes paid	(4.1)	(6.2)	(3.9)
Net cash generated from operating activities	32.5	26.5	27.7
Cash flows from investing activities			
Payments for property, plant and equipment and intangible assets	(16.2)	(11.5)	(7.2)
Net cash outflows from investing activities	(16.2)	(11.5)	(7.2)
Cash flows from financing activities			
Proceeds from borrowings	5.8	3.4	1.6
Repayment of borrowings	(5.8)	(3.6)	(2.2)
Payment of borrowing establishment expenses	(0.4)	-	-
Dividends paid	(7.3)	(13.4)	(15.9)
Repayment of principal component of lease liabilities	(4.7)	(5.4)	(5.7)
Net cash outflows from financing activities	(12.4)	(19.0)	(22.1)
Net increase/(decrease) in cash and cash equivalents	3.9	(4.0)	(1.5)
Cash and cash equivalents - opening	32.0	36.4	32.3
Effect of movement in foreign exchange	0.5	(0.1)	0.0
Cash and cash equivalents - closing	36.4	32.3	30.8

Source: Lynch FY23, FY24 Annual Reports and FY25 Appendix 4E, KPMG Corporate Finance analysis
Note: Amounts may not add exactly due to rounding

In relation to Lynch's historical statement of cash flows, we note:

- cash and cash equivalent at 2 July 2023 increased by \$4.4 million to \$36.4 million, up 13.8% from 26 June 2022. Operating cash flows declined by \$2.1 million in FY23 to \$32.5 million, down by 6.1% relative to FY22. Capital expenditure of \$16.2 million was largely to support investment in the NSW production facility and the Australia farms as well as land development in China. A payment of \$7.3 million for final dividends in September 2022 led to an increase in financing cash outflows.
- a decline of \$4.1 million, or 11.2%, in cash and cash equivalent at 30 June 2024 from 2 July 2023. Operating cash flows reduced by \$6.0 million in FY24 to \$26.5 million, down by 18.4% on FY23. Capital expenditure of \$11.5 million was spent supporting investment projects, primarily for land development in China. Increased cash outflows from financing activities were largely driven by dividend payments of \$13.4 million, with the FY23 final dividend of \$8.5 million and FY24 interim dividend of \$4.9 million paid during the period.
- a continued decline in cash and cash equivalent at 29 June 2025 by \$1.5 million, or 4.7% from 30 June 2024. Operating cash flows rose by \$1.2 million in FY25 to \$27.7 million, up by 4.5% on FY24. Capital expenditure of \$7.2 million was incurred to support investment projects, including installation of bouquet lines automation in Australia, increased farm infrastructure in China and maintenance capital expenditure across both country segments. Increases in cash outflows from financing activities was largely driven by dividend payments



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

of \$15.9 million, with the FY24 final dividend of \$9.8 million and FY25 interim dividend of \$8.1 million paid during the period.

8.9 Board of Directors

The current Directors of Lynch as at the Announcement Date are set out in the following table.

Table 7: Lynch's Board of Directors

Board member	
Patrick Elliott Non-Executive Director (Representative of Next Capital) & Chair of the Board	Peter Clare Independent Non-Executive Director
Hugh Toll Group Chief Executive Officer & Managing Director	Elizabeth Hallett Independent Non-Executive Director
Peter Arkell Independent Non-Executive Director	

Source: Scheme Booklet

Further details in relation to the experience and other directorships of the Directors of Lynch are set out in the Directors' Report section of the FY25 Annual Report.

8.10 Share capital and ownership

As at 14 October 2025, Lynch had 122,066,112 ordinary shares on issue.

The substantial shareholders, so far as known to Lynch based on information contained in substantial shareholders notices provided to Lynch and lodged with ASX, are set out in the table below.

Table 8: Lynch's substantial shareholders as at 14 October 2025

Substantial shareholder	Interest in Lynch shares	Voting rights in Lynch
Next Capital III GP Pty Limited as general partner of Next Capital III Management Partners, LP as general partner of and on behalf of Next Capital III, LP and Next Capital Services IID Pty Limited as trustee of the Next Capital Trust III D and Next Capital Services IID Pty Limited	28,236,320	23.1%
Darwin Aus Bidco Pty Ltd, Darwin Aus Holdco Pty Ltd, Hasfarm Holdings Limited, Agrivina Limited, Flora Pacific Limited, TPG Asia VIII SF Pte. Ltd., TPG Asia VIII Finance LP, TPG Asia VIII (B) BL, LP, TPG Asia VIII (B), LP, TPG Asia VIII (A), LP, TPG Hazel SG Pte. Ltd. and TPG Hazel Holdings Pte. Ltd.	24,291,156	19.9%
Izzac Pty Ltd	16,380,000	13.4%
FIL Limited, FIL Investment Management (Australia) Limited, FIL Investment Management (Singapore) Limited, FIL Responsible Entity (Australia) Limited	10,022,507	8.2%
Bridge International Holding Limited	9,378,168	7.7%
MA Financial Group Limited	7,306,864	6.0%
Mitsubishi UFJ Financial Group, Inc.	6,420,172	5.3%
Van Den Berg Roses Asia B.V	6,252,112	5.1%

Source: Scheme Booklet, ASX Announcements

8.11 Performance rights, Options and Share Rights

Lynch operates a long-term incentive scheme (LTI) under which senior executives and other selected senior managers can be granted options to acquire Lynch shares, subject to various



service-based and performance-based vesting conditions. Shareholder approval is only required to issue options to directors.

As disclosed in the Scheme Booklet, as at 14 October 2025, there are 13,459,379 options on issue as follows:

- 943,979 options to acquire an ordinary Lynch share granted under the LTI, with an expiry date of 30 June 2027 and an exercise price of \$3.60 per option (**LGLAB Lynch Options**)
- 3,044,456 options to acquire an ordinary Lynch share granted under the LTI, with an expiry date of 30 June 2028 and an exercise price of \$2.24 per option (**LGLAC Lynch Options**)
- 3,042,821 options to acquire an ordinary Lynch share granted under the LTI, with an expiry date of 30 June 2029 and an exercise price of \$1.84 per option (**LGLAD Lynch Options**)
- 6,428,123 options to acquire an ordinary Lynch share granted under the LTI, with an expiry date of 30 June 2030 and an exercise price of \$1.41 per option (**LGLAE Lynch Options**).

The Lynch Board has resolved, in accordance with the Lynch LTI plan rules, that subject to the Scheme becoming effective:

- all LGLAB Lynch Options and LGLAC Lynch Options will be forfeited and will expire without the entitlement to receive Lynch shares or any form of payment
- 3,042,821 LGLAD Lynch Options and 6,428,123 LGLAE Lynch Options will have their vesting accelerated, subject to the relevant option holder remaining engaged by the Lynch Group on a continuous basis until 28 November 2025 (**Effective Date**) the effective date of the Scheme per the Scheme Booklet and either be:
 - exercised (**Participating Options**) and converted into Lynch shares (**Conversion Shares**) or
 - if they are not exercised by the relevant option holder, forfeited and will expire without the entitlement to receive Lynch shares or any form of payment.
- the accelerated vesting and exercise of the LGLAD Lynch Options and the LGLAE Lynch Options is conditional on the option holder agreeing to a 'net settlement' of the exercise price for those options in accordance with the LTI plan rules, so that the number of Conversion Shares to be issued in respect of those Participating Options is reduced to satisfy the amount otherwise payable to Lynch on exercise of the Participating Options.

The Conversion Shares will be issued on or immediately after the Effective Date and will be acquired by Hasfarm Bidco in accordance with the Scheme for the Scheme Consideration.

The maximum number of Conversion Shares that may be issued by Lynch is 2,667,025 Conversion Shares.

Based on 122,066,112 Lynch shares on issue as at 14 October 2025, and assuming the maximum number of Conversion Shares are issued, Lynch would have 124,733,137 shares on issue on a fully diluted basis, on the Record Date.

8.12 Share trading history

8.12.1 Recent trading in ordinary shares / VWAP

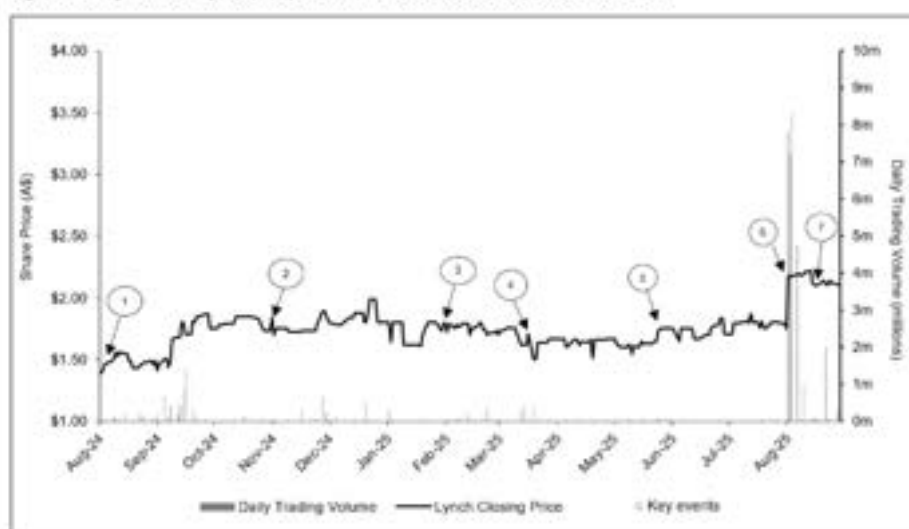
The chart below depicts Lynch's daily closing price on the ASX over the 12-month period to 19 August 2025, being the last trading day prior to the Announcement Date, and for the period



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

subsequent to that date to 16 September 2025, along with the daily volumes of shares traded over the period.

Figure 8: Lynch daily close price and volume traded on the ASX



Source: S&P Capital IQ, WESS, ASX Announcements, KPMG Corporate Finance Analysis

As illustrated in the figure above, Lynch's share price prior to the Announcement Date has a relatively limited level of volatility and generally trended sideways over the period from 27 September 2024 following a step up in the share price on that date. Over 12 months to 19 August 2025, Lynch's share price had a closing high of \$1.99 per share on 10 January 2025 and a closing low of \$1.39 per share on 20 August 2024. Lynch's shares closed at \$1.75 on 19 August 2025, being the last trading day prior to the announcement of the Transaction.

Other than normal full year financial reporting and half yearly reporting (which are also shown), announcements made by Lynch identified on the ASX website as being price sensitive since 20 August 2024, and the Dividend Record Date reflecting when Lynch shares went ex-dividend, include:

- 1 21 August 2024: FY24 Result and investor presentation
- 2 22 November 2024: FY24 AGM and trading update
- 3 19 February 2025: FY25 Half Yearly Result and investor presentation
- 4 4 April 2025: Lynch announced closure of farms located in QLD and WA, following its strategic review of its Australia potted farms operations and trading update
- 5 12 June 2025: Lynch provided a trading update for FY25
- 6 20 August 2025: FY25 Annual Report and investor presentation; Lynch announced it had entered into a SIA with Hasfarm and Hasfarm Bidco on the same day



7 3 September 2025: Dividend Record Date.

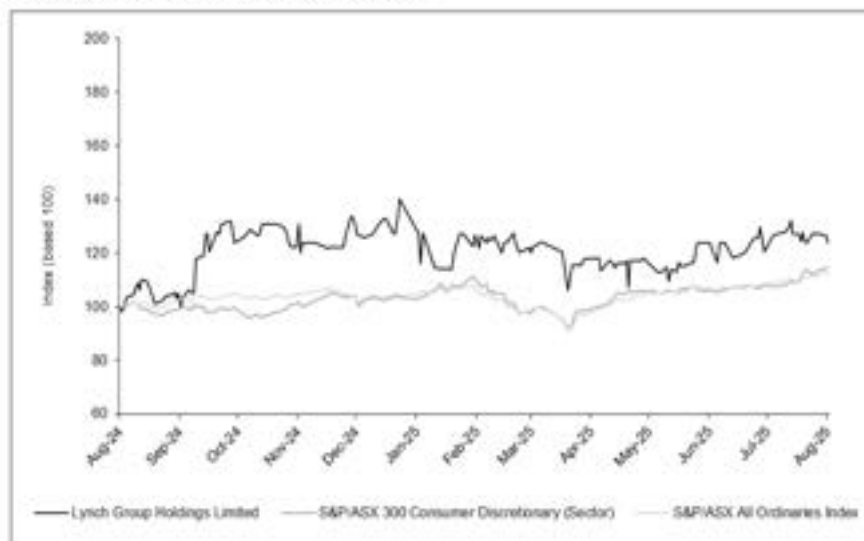
Further details in relation to all announcements made by Lynch to the ASX can be obtained from either Lynch's website at <https://www.lynchgroup.com.au> or the ASX's website at www.asx.com.au.

8.12.2 Relative share price performance

As illustrated in the figure below, Lynch's share price generally outperformed against both the S&P/ASX All Ordinaries Index (**XAO**) and the S&P/ASX 300 Consumer Discretionary (Sector) Index (**AXDKD**) over the 12 months to 19 August 2025, being the last date prior to the Announcement Date, which may reflect Lynch's relatively strong financial performance driven by revenue uplift, strong consumer demand and margin improvements through reductions in freight and better labour availability, which likely boosted investor confidence.

However, given the limited liquidity in Lynch's share, as illustrated in **Table 9**, it is difficult to draw any meaningful conclusions.

Figure 9: Lynch's performance relative to the S&P/ASX All Ordinaries Index and S&P/ASX 300 Consumer Discretionary Sector Index



Source: S&P Capital IQ, IRESS, KPMG Corporate Finance Analysis



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

8.12.3 Trading liquidity on the ASX

An analysis of the volume of trading in Lynch's shares over various periods in the 12 months to 19 August 2025, being the last trading day prior to the Announcement Date, is set out in the table below.

Table 9: Lynch Trading Liquidity before the Announcement Date

Period up to and including	Price (low)	Price (high)	Price VWAP	Cumulative value	Cumulative volume	% of issued capital
19 Aug 25	A\$	A\$	A\$	A\$m	m	
1 day	1.75	1.76	1.75	0.0	0.0	0.0%
1 week	1.75	1.84	1.79	0.1	0.0	0.0%
1 month	1.75	1.87	1.79	0.3	0.2	0.1%
3 months	1.55	1.87	1.74	0.9	0.5	0.4%
6 months	1.50	1.87	1.67	4.3	2.6	2.1%
12 months	1.39	2.00	1.70	19.0	11.1	9.1%

Source: S&P Capital IQ, IRESS, KPMG Corporate Finance Analysis

Lynch's shares exhibited low liquidity over the 12 months to 19 August 2025, with an average daily volume of 0.062 million shares traded per day and a daily value of approximately \$0.105 million. Over this period, Lynch's shares were traded on 180 of 261 available trading days on the ASX. Of the remaining 81 days, six days were public holidays, while the rest recorded no trading activity.

8.12.4 Trading after the Announcement Date

An analysis of the volume of trading of Lynch's shares in the period from opening of trading on 20 August 2025 to 16 September 2025 inclusive is set out below, over which Lynch's shares were traded on 28 days.

Table 10: Lynch Trading Liquidity after the Announcement Date

Period from	Price (low)	Price (high)	Price VWAP	Cumulative value	Cumulative volume	% of issued capital
20 Aug 25 to 16 Sep 25 incl.	A\$	A\$	A\$	A\$m	m	
28 days	2.10	2.22	2.16	69.0	31.9	26.1%

Source: S&P Capital IQ, IRESS, KPMG Corporate Finance Analysis

As illustrated in Figure 8, the Lynch share price increased post the Announcement Date. Trading volumes spiked on the Announcement Date, with increased volumes in the following days.



9 Valuation of Lynch

9.1 Valuation summary

We have assessed the market value of Lynch as a whole, inclusive of a premium of control and post the payment of the Permitted Dividend, to lie in the range of \$240.9 million to \$283.0 million which equates the price to be in the range of \$1.93 and \$2.27 per share (ex-dividend). This valuation exceeds the price at which, based on current market conditions, we would expect Lynch shares to trade on the ASX in the absence of the Scheme.

9.2 Approach

The market value of Lynch was determined using a market approach (Capitalisation of Earnings) and has been adjusted for net debt and surplus assets and liabilities.

Our assessed value range incorporates a premium for control but does not include any potential strategic or operational synergies that may be unique to individual investors. Accordingly, our range of values has been prepared independent of the specific circumstances of any potential bidder.

Our valuation of Lynch has been prepared on the basis of 'market value'. The International Valuation Standards definition of 'market value' (which has been applied by us in forming our opinion) is "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

Market value excludes 'special value', which is an estimated price inflated or deflated by special terms or circumstances granted by anyone associated with the sale, or any element of value available only to a specific owner or purchaser.

As the Permitted Dividend has been paid as at the date of this report, we have assessed the equity value of Lynch on an ex-dividend basis and compared this to the Scheme Consideration.

9.2.1 Selected Methodology

Market value is commonly derived by applying one or more of the following valuation methodologies:

- the capitalisation of a sustainable level of earnings (**Capitalised Earnings**)
- the discounting of expected future cash flows (**DCF**)
- the estimation of the net proceeds from an orderly realisation of assets (**Net Assets**)
- trading prices for the company's securities on an exchange.

These methodologies are discussed in further detail in Appendix D.

Ultimately, the methodology adopted is dependent on the nature of the underlying business and the availability of suitably robust information. A secondary methodology is often adopted as a cross-check to ensure reasonableness of outcome, with the valuation conclusion ultimately being a judgement derived through an iterative process.

As noted in Section 8.5, Lynch consists of two operating segments, the Australia segment and the China segment. Although each segment has certain unique characteristics, they are both integral to Lynch's overall business operations and are not reported separately by Management in detail, therefore we have valued Lynch's business on a consolidated basis.



Lynch Group Holdings Limited
*Independent Expert Report and Financial
 Services Guide*
 21 October 2025

We have adopted a Capitalised Earnings approach in valuing Lynch, which is an approach that is commonly adopted to value businesses that have a long operating history, a demonstrated track record of recurring earnings and are expecting ongoing profitability, which is the case for Lynch.

In applying the Capitalised Earnings approach, we have undertaken the following steps:

- Determined the level of normalised earnings: We have adopted Lynch's FY25 EBITDA and, where appropriate, made adjustments to ensure the earnings figure adopted is reflective of a normalised operating earnings figure
- Determined the multiple to apply to the normalised earnings: Lynch operates in a relatively mature industry, in which it has a well-established market position in each of the geographies it operates within. Since there are no pure floriculture or floral distribution businesses in Australia, a broad set of publicly traded wholesalers, distributors and agriculture businesses have been selected as comparable companies. We have also had regard to transactions involving companies with operations that are broadly comparable to that of Lynch
- Calculated Lynch's enterprise value
- Adjusted the enterprise value for net debt and surplus assets/liabilities
- Calculated Lynch's equity value on a minority, cum-dividend basis
- Applied a control premium
- Calculated Lynch's equity value on a controlling, ex-dividend basis adjusting for the Permitted Dividend.

In forming our view as to the value of Lynch, we have also had regard to Lynch's historical trading prices on the ASX.

While a DCF approach is also commonly used in the valuation of established businesses, the inherent uncertainty associated with the forecasting of revenue and earnings in a relatively cyclical industry, particularly in relation to the China segment, means that preparing reliable cash flow projections is challenging. While Management has prepared a medium-term forecast for Lynch these projections are dependent on various improvements in the market, and in particular China, in which the achievement of such improvement involves a significant degree of uncertainty. Accordingly, we do not consider there to be sufficient certainty in projections provided to conclude that there is a reasonable basis to adopt DCF analysis as the primary methodology to value Lynch.

Given the nature of Lynch's operation and its track record of profitable results, on a normalised basis, we do not consider the net realisable assets approach to be appropriate.

9.2.2 Control Premium

Consistent with the requirements of RG 111, we have assumed 100% ownership in valuing Lynch and have therefore included a premium for control when applying the Capitalised Earnings approach to value Lynch. Accordingly, we have added a premium for control to the resultant equity value (on a minority, cum-dividend basis) once net debt, lease liabilities, and surplus liabilities have been deducted from the calculated enterprise value.



9.2.3 Cross-checks

As noted earlier, a cross-check of the valuation, based upon a secondary approach, is typically undertaken to ascertain the reasonableness of the outcome. As such, we have considered the reasonableness of our assessed valuation range by comparing the EBIT multiples implied by our assessed valuation range to the EBIT multiples of the comparable companies considered. This is discussed further in Section 9.4.

9.3 Valuation of Lynch

9.3.1 Summary

We have assessed the market value of Lynch as a whole, inclusive of a premium of control on a cum-dividend basis, to lie in the range of \$251.9 million to \$294.0 million. As the Permitted Dividend has been paid as at the date of this report, the assessed equity value range of Lynch on a controlling, ex-dividend basis lies in the range of \$240.9 million to \$283.0 million, with the value of a Lynch share, on a controlling, ex-dividend basis falling between \$1.93 and \$2.27.

Having regard to the Bidder Group's operations, it is expected that the Bidder Group could realise the synergies that a general pool of purchasers would be able to achieve. We have not specifically attributed a value to any benefits a 'market participant' would be able to realise, on the basis this is one of the factors that make up a control premium. Hence to include both a market participant synergy value and a control premium would effectively be double counting.

When considering other surplus assets or liabilities, as at 29 June 2025, we consider that Lynch had \$1.5 million of surplus liabilities related to the fair value of foreign exchange contracts and provisions related to the closure of the farms in QLD and WA. This has been included in our valuation of Lynch.

The table below sets out our assessed valuation range per Lynch share on a controlling, ex-dividend basis falling

Table 11: Valuation of Lynch

\$m (unless stated otherwise)	Section reference	Value range	
		Low	High
Selected EBITDA (FY25)	9.3.2	43.2	43.2
EBITDA multiple (times) (on a minority basis)	9.3.3	6.00x	6.75x
Enterprise value (on a minority basis) (cum-div)		259.3	291.7
Less: net debt	9.3.5	(24.0)	(24.0)
Less: lease liabilities	9.3.5	(40.0)	(40.0)
Add: surplus assets (less: surplus liabilities)	9.3.6	(1.5)	(1.5)
Equity Value (on a minority basis) (cum-div)		193.8	226.2
Premium for control (times)	9.3.7	1.30x	1.30x
Equity Value (on a control basis) (cum-div)		251.9	294.0
Less: Permitted Dividend payment	9.3.8	(11.0)	(11.0)
Equity Value (on a control basis) (ex-div)		240.9	283.0
Fully paid ordinary number of Lynch shares on issue (million) ²	8.11	124.7	124.7
Value per Lynch Share (\$) (on a control basis) (ex-div)		1.93	2.27

Source: KPMG Corporate Finance analysis

Notes:

- Figures may not calculate exactly due to rounding
- Assuming the Lynch options that were identified to convert to shares prior to the Record Date (Refer Section 8.11), Lynch will have 124,733,137 shares on issue (on a fully diluted basis) at the Record Date to determine entitlements for the Scheme Consideration



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

9.3.2 Determination of normalised earnings

A capitalised earnings approach can be applied to a number of different earnings or cash flow measures, including EBITDA, EBIT and net profit after tax (**NPAT**).

Given the nature of the floriculture industry in which Lynch operates, we consider EBITDA to be an appropriate measure as it provides a view of operating performance that is not distorted by the differing depreciation policies or capital structures across comparable companies.

On this basis, we have adopted Lynch's latest reported EBITDA, being the FY25 underlying EBITDA of approximately \$43.2 million, as the earnings base to value Lynch. The FY25 Underlying EBITDA excludes:

- the impairment loss of \$6.5 million related to the damage caused by Cyclone Alfred in FY25.
- the \$4.9 million of costs associated with the closure of the QLD and WA farms of which \$4.0 million has been incurred as at 29 June 2025
- the \$1.6 million of costs associated with the ERP (SAP) system upgrade.

(Refer to Section 8.6.3 for details).

We have also had regard to:

- Lynch's historical financial performance from FY22 to FY25, adjusted for abnormal or non-recurring items (see Section 8.6.1, 8.6.2 and 8.6.3),
- discussions with Management regarding trading performance
- forecasts prepared by Management which have not been made public for confidentiality reasons
- potential upside and downside risks to future profitability, which has been separately captured in our selection of the multiple range
- movements in cash flow hedges, which were not treated as an adjustment in deriving the FY25 underlying EBITDA, given they are part of ongoing operations.

9.3.3 Determination of earnings multiple

The multiple applied in a Capitalised Earnings methodology should reflect the return expected by an investor in the business. Returns are dependent on various factors including a business' operational risks, growth profile, profitability, size and external environment, amongst others.

In selecting the multiple range to be applied, consideration has been given to:

- the multiples attributed by share market investors to listed companies involved in similar activities or exposed to the same broad industry sectors. Given we have adopted FY25 EBITDA as our earnings base, we have placed primary reliance on the last twelve months (**LTM**) EBITDA multiples in our analysis of trading multiples
- the multiples that have been paid in recent acquisitions of businesses involved in similar activities or exposed to the same broad industry sectors, with appropriate adjustment to reflect the specific characteristics of the business being valued, including the extent to which a premium for control has been paid.



9.3.3.1 Share market evidence

There are no pure floriculture or floral wholesaling businesses listed in Australia. As such, to value Lynch, we have included a broad range of agricultural businesses in Australia, China and internationally, specialising in a mix of consumer staple produce such as fruit and vegetables, nuts and olives. We have also considered businesses which focus on wholesaling and distribution.

The implied EBITDA multiples of the identified listed comparable companies are summarised in Appendix E.

The LTM EBITDA multiples of the selected companies exhibit a range of 4.8 times to 15.6 times, with a mean and median of 10.6 times and 11.1 times. The multiples are based on the price at which these companies trade on their applicable exchange and consequently do not include a control premium.

In assessing the comparability of these companies, we have categorised them in accordance with their underlying operations.

The **Agribusinesses** exhibit a LTM EBITDA multiple mean and median of 12.6 times and 11.8 times. In reference to each comparable, we note the following:

- Select Harvests Limited (**Select Harvests**) owns and operates farms in Australia and is a vertically integrated producer in the industry. Its focus is on almond growing and production, providing both a mix of branded and private label packaged almond snacks to retailers. The ability to value-add and upscale basic almonds into premium snacks has driven a high EBITDA margin of 22.3% for the business
- Cobram Estate Olives Limited (**Cobram Estate**) is a producer and retailer of premium olive oil in Australia. Whilst its product offering is of a premium to other produce in the consumer staple sector, like fruit and vegetables, its comparability to Lynch, and reliability of its LTM EBITDA is limited due to the business's biennial production cycle. FY25 was an 'on-year' for the business with higher yields and higher earnings margins as a result. This also resulted in a significant fair value uplift in biological assets of c.\$90.0m which increased LTM earnings
- Gansu Dunhuang Seed Group Co Ltd (**Gansu**) operates in the upstream segment of China's agribusiness value chain with core operations in seed breeding and production, alongside producing some processed food products such as dehydrated vegetables and hops. While Gansu faces similar agricultural and commercial risks to Lynch's China operations, its primary customers are farmers and large-scale industrial food manufacturers rather than grocery retailers. Its EBITDA margin of 23.8% reflects the higher value-add and pricing power because of its proprietary seed genetics operations, and resultant intellectual property held.

The **Wholesalers & Distributors** exhibit a LTM EBITDA multiple mean and median of 8.6 times and 8.2 times. In reference to each comparable company, we note the following:

- Metcash Limited (**Metcash**), is mainly a wholesaler in Australia. Whilst the business is not involved in the growing of fresh produce or horticulture, it is comparable to Lynch given their shared wholesale distribution models and supply of goods to



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

grocery/supermarket retailers in Australia. Metcash's EBITDA margin is the low end of the range (4.3%) as a result of limited value-add opportunities for the business as the bulk of the business operates as a simple pass-through distribution model in a highly competitive and mature industry

- Calavo Growers, Inc (**Calavo**) is a marketer and distributor of avocados and other produce primarily in the US, with some international exposure. The business partners with local farmers in the US and Mexico to source its produce rather than operating its own farms. Its low EBITDA margin of 5.2% is also attributable to the limited opportunity for the business to value add, as they mostly pass on the produce without processing in any way (with the exception of their guacamole). While Calavo's LTM EBITDA multiple of 12.9 times is high relative to its forecast EBITDA multiples, we believe this is a function of significant growth implied by the broker's forecast earnings over the next 12 to 24 months, combined with a worse than expected sales outcome in the nine months to 31 July 2025, due to poor avocado sales volumes
- Orsero S.p.A (**Orsero**), is a European fresh fruit and vegetable distributor. Similar to Calavo, it is not involved in the cultivation and growing of crops, instead sourcing from third-party suppliers globally. Like Lynch, operations are focused on efficiency of the time-sensitive supply chain associated with fresh produce. However, with a single investor (FIF Holding S.p.A) holding 33.36% of the total share capital and only 49% of issued shares traded per annum, the robustness of the share price and resultant multiple may be limited.

9.3.3.2 Transaction evidence

There have been a number of transactions in the Agribusiness and Wholesale & Distributors sectors in Australia and internationally since 2020, motivated by scale, geographical expansion and synergies. In identifying relevant transactions, our analysis has focused on transactions involving businesses that are similar to Lynch, in terms of operations and location.

The EBITDA multiples implied by our selected recent transactions for which sufficient data is available, including the transaction descriptions, are outlined in Appendix F.

In respect to the comparable transactions:

- there is a limited number of comparable transactions
- as the transactions relate to the acquisition of a majority interest in the business, the valuation metrics will include a control premium
- the transaction multiples are calculated based on the most recent actual earnings (historic multiples)
- the historic EBITDA multiples of the selected transactions range from 6.4 times to 11.4 times with a mean and median of 9.1 times and 9.4 times
- WestCountry Food Holdings Ltd (**WestCountry**) is a fresh producer wholesaler to the foodservice sector in the UK and therefore has similar operations and supply chain logistics as Lynch, noting it is a materially smaller business



- Superior Food Services Pty Ltd (**Superior**) is engaged in the grocery storage and wholesale distribution business in Australia. Whilst there are similarities due to its wholesale business model, it trades a more diverse range of products including dry, chilled and frozen products, as well as meat, small goods and seafood lines. The business distributes to commercial food services and providers such as restaurants, hotels and corporate caterers and does not have relationships with grocery retailers, which Lynch does
- while Costa Group Holdings Ltd (**Costa**) operates in the horticulture industry in Australia, the business is also engaged in the production and development of produce and is invested in the breeding and genetics development of crops to protect yields and improve quality. We therefore consider it likely that a premium was paid in relation to the research and development side of the business, which Lynch is not exposed to.

9.3.3.3 Selection of the earnings multiple range

Based on our analysis of the implied multiples of comparable companies and transactions as outlined above, we have selected a multiple range of 6.0 to 6.75 times (applicable to LTM EBITDA) having regard to the following.

We have placed greater reliance on the Metcash EBITDA multiple (with an LTM EBITDA multiple of 8.2 times) for the following reasons:

- whilst Lynch operates in the horticulture sector, its farming operations are limited, noting the recent closure of the WA potted farm and anticipated closure of the QLD farm within the next 12 months, after which Lynch will only have one operating farm in Australia and four in China. Going forward, the business will be more reliant on other suppliers in Australia whilst continuing to import from the China farms and others internationally. As such, Lynch operations are more aligned with a typical wholesaler, like Metcash, sourcing products and distributing to retailers across the country
- some consideration has been given to the fresh produce wholesalers and distributors, Orsero and Calavo, as their supply chain and operations are similar to Lynch in the way they source from third party suppliers and distribute to grocery retailers. However, both businesses operate in other geographic regions (Europe and North America respectively) and offer differing product lines, compared to Lynch which only operates in Australia and China and are therefore exposed to different economic risk and consumer demand changes. Orsero and Calavo also only handle fresh fruit and vegetables, which may attract lower margins relative to Lynch due to the defensive nature of these products
- in respect of Orsero, we acknowledge that Orsero has a small free float and limited trading volumes per annum which impacts the reliability of its share price and resultant multiple
- less reliance has been placed on the Agribusinesses companies identified. Whilst they will be exposed to a similar level of agri-risk as Lynch in terms of weather and biosecurity, the businesses have higher asset bases due to operating their own farms. A lot of the costs associated with running the farms are therefore post EBITDA



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

adjustments, in the form of depreciation, which will result in a higher EBITDA relative to a similar business which does not operate its own farms. As part of cross-check, we have considered the EBIT multiples of the comparable companies, which includes the impact of depreciation on these businesses. Refer to Section 9.4.1 for further analysis. We further note the differences in product offerings and margins which make these less comparable to Lynch.

In estimating the EBITDA multiple range for Lynch, we have considered the following:

- the size and scale of Metcash is significantly larger than Lynch, with a market capitalisation of \$4,330 million, which attracts a lower level of perceived risk relative to Lynch. Further, Metcash has a well-established national wholesale network which allows for more stable cash flows. As such, a lower multiple for Lynch would be reasonable to reflect its size and marketability to account for a higher level of risk relative to Metcash
- a discount to the Metcash multiple to reflect Lynch's limited diversity. Lynch has a more focused product portfolio, focusing on flowers and potted plants as compared to Metcash whose product range covers groceries, alcohol and hardware and therefore has a much broader market penetration. Metcash's diversity allows for better revenue stability and therefore is less exposed to fluctuations in particular changes in consumer demand in one particular product line
- we consider Lynch's China operations to have a higher risk profile and hence have applied a discount to the Metcash multiple for this perceived risk
- we also consider it reasonable to apply a discount for Lynch operating in the consumer discretionary sector, compared to Metcash which distributes more consumer staple products where sales are more stable through economic cycles and downturns, reflecting the more defensive nature of the business.

Having regard to the differences between Lynch and Metcash, we concluded, based upon our professional experience and judgement, that it was appropriate to apply a discount of approximately 17.5% to 27.5% to Metcash's observed EBITDA multiple, resulting in the adopted EBITDA multiple range for Lynch of 6.0x to 6.75x.

9.3.4 Capitalised Earnings valuation of Lynch

Having regard to the normalised earnings of Lynch and our adopted earnings multiple range (see Section 9.3.2 and 9.3.3), the enterprise value of Lynch is shown in the below table.

Table 12: Valuation of Lynch

\$m (unless stated otherwise)	Value range	
	Low	High
Selected EBITDA (FY25)	43.2	43.2
EBITDA multiple (times) (on a minority basis)	6.00x	6.75x
Enterprise value (on a minority basis) (cum-div)	259.3	291.7

Source: KPMG Corporate Finance analysis



9.3.5 Net debt and lease liabilities

As at 29 June 2025, Lynch had a net debt balance of approximately \$24.0 million and lease liabilities of approximately \$40.0 million, as set out in the table below.

Table 13: Net debt and lease liabilities

\$m (unless stated otherwise)	29-Jun-25
Borrowings	(54.8)
Less: cash and cash equivalents	30.8
Net debt	(24.0)
Lease liabilities	(40.0)
Net debt (including lease liabilities)	(64.0)

Source: FY25 Appendix 4E, KPMG Corporate Finance analysis

9.3.6 Surplus assets and liabilities

As at 29 June 2025, we have concluded that Lynch had:

- a \$nil balance of surplus assets and
- \$1.5 million of surplus liabilities, which comprises foreign exchange contracts recognised at fair value, and \$0.9 million of the provision for the closure of the QLD and WA farms which has not yet been incurred.

9.3.7 Control Premium

As required by RG 111, we valued Lynch on a 100% ownership, or full control, basis. Accordingly, we have added a premium for control to the resultant equity value after deducting net debt and leases from the calculated enterprise value.

In order to assess an appropriate control premium, we have considered the control premia observed in successful acquisitions of target companies in Australia and listed on the ASX over the period 1 January 2000 to 31 December 2024, which indicated (based on a data set of 997 transactions), the 1-day, 1-week and 1-month pre-bid average premium was 31.9%, 32.8% and 33.3% respectively. We have also considered transactions within the consumer discretionary sector, of which there were 40 observable transactions, which resulted in the 1-day, 1-week and 1-month control premium of 24.5%, 26.3% and 28.7% respectively.

In considering the evidence provided by actual transactions, it is important to recognise, however, that the observed premium for control is an outcome of the valuation process, not a determinant of value and that each transaction will reflect to varying degrees the outcome of a unique combination of factors, including amongst other things:

- pure control premium in respect of the acquirer's ability to utilise full control over the strategy and cash flows of the target entity
- the level of synergies available to all acquirers, such as the removal of costs associated with the target being a listed entity and/or costs related to duplicated head office functions
- the expected costs to integrate and the uncertainties associated with timing of realising the targeted synergies
- synergistic or special value that may be unique to a specific acquirer
- the nature of the bidder i.e. financial investor vs trade participant



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

- the stake acquired in the transaction and the bidder's pre-existing shareholding in the target
- the stage of the market cycle and the prevailing conditions of the economy and capital markets at the time of the transaction
- desire (or anxiety) for the acquirer and/or vendor to complete the transaction
- whether the acquisition is competitive, and
- the extent the target company's share price already reflects a degree of takeover speculation.

Having regard to the Scheme, Lynch's position in the market and the above factors, we have adopted a control premium of 30%.

9.3.8 Permitted Dividend

As part of the Scheme Consideration, the Permitted Dividend of \$0.09 per share was paid out on 18 September 2025, which equated to a total dividend amount paid of \$11.0 million.

9.4 Cross-check

9.4.1 Comparison to comparable companies

As a cross-check of our selected valuation range for Lynch share, we have compared the FY25 EBIT multiples implied by our value range for Lynch (on a minority, cum-dividend basis) to market evidence derived from comparable companies.

Table 14: EBIT cross-check

\$m (unless stated otherwise)	Section reference	Value range	
		Low	High
Implied equity value of Lynch (on a minority basis) (cum-div)	9.3.1	193.8	226.2
Plus: net debt	9.3.5	24.0	24.0
Plus: lease liabilities	9.3.5	40.0	40.0
Less: surplus assets (add: surplus liabilities)	9.3.6	1.5	1.5
Implied enterprise value of Lynch (on a minority basis) (cum-div)		259.3	291.7
FY25 normalised EBIT		16.8	16.8
Implied FY25 EBIT multiple (times)		15.5x	17.4x

Source: KPMG Corporate Finance analysis

9.4.2 Equity value (on a minority basis)

The cum-dividend equity value range for Lynch on a minority basis is \$194.7 million to \$216.3 million (as discussed in Section 9.3.1).

9.4.3 FY25 normalised EBIT

For the purposes of calculating the EBIT multiples implied by our enterprise value, we have adopted a normalised EBIT of \$16.8 million. This was based on the FY25 reported underlying EBITDA, adjusted for depreciation and amortisation expenses.

9.4.4 Implied FY25 EBIT multiples

The implied FY25 EBIT multiples of the comparable companies are outlined in Appendix E. The implied range for Lynch of 15.5 times to 17.4 times is slightly higher than the mean of comparable companies (excluding outliers) of 14.9 times and the median (excluding outliers) of 14.6 times. In considering the FY25 EBIT multiples implied by our value range, we have had regard to the following:



- Lynch's EBIT is proportionally lower than EBITDA, relative to the comparable companies, which is largely attributable to Lynch's higher property, plant and equipment depreciation expense (31% of EBITDA) and ROU asset depreciation expense (16% of EBITDA) both of which are significantly influenced by the China operations given its higher capital requirements
- Metcash is relatively more comparable to Lynch as it operates a similar wholesale distribution model in Australia. The LTM multiple of Metcash of 12.1 times is below the implied LTM EBIT multiple range of 15.5 times to 17.4 times largely due to its relatively lower depreciation expense on both property, plant and equipment and ROU assets relative to Lynch
- The implied LTM EBIT multiple range of 15.5 times to 17.4 times sits within the LTM multiples implied by the comparable companies (excluding outliers), which trade in the range of 12.1 to 18.5 times, on a minority basis.

Therefore, we consider the LTM EBIT multiple cross-check to support our valuation conclusion.

9.4.5 Historical trading price

Notwithstanding the relatively low trading volumes, we have no reason to conclude that, based on prevailing market conditions, the recent trading in Lynch shares does not reflect an objective market-based assessment of the value of a share in Lynch as at 19 August 2025. Our calculated range for a Lynch share of \$1.93 to \$2.27, per above, is on a controlling, ex-dividend basis. For a meaningful comparison to Lynch's pre-Announcement price, we need to add the Permitted Dividend of \$0.09 to our assessed range, resulting in per share price range of \$2.02 to \$2.36, on a controlling, cum-dividend basis. These values represent a premium to the 1 day and 1 month Lynch share price VWAP as shown in the table below.

Table 15: Historical trading price analysis

Period up to and including	Price VWAP	KPMG (low)	Premium over low (%)	Price (high)	Premium over high (%)
19 Aug 25	A\$	A\$		A\$	
1 day	1.75	2.02	15.3%	2.36	34.5%
1 month	1.79	2.02	13.2%	2.36	32.1%

Source: KPMG Corporate Finance analysis

Given that we have assessed the value of Lynch on a full control basis our concluded per share price range is greater than the pre-Announcement VWAP price on a 1 day and 1 month basis (which represent minority prices). We consider the premiums displayed in Table 15 are reasonable, having regard to Lynch's business operations, position in the market and future prospects.

Overall, we consider this cross check supports our valuation conclusion.

9.5 Synergies unique to the Bidder Group

Having regard to the Bidder Group's operations, it is expected that Bidder Group could realise the synergies that a general pool of purchasers would be able to achieve. As discussed previously, we have not specifically attributed a value to any benefits a 'market participant' would be able to realise.

Given the Bidder Group is a leading, fully integrated floriculture company engaged in the cultivation, distribution and retail of cut flowers, pot plants and related products across Asia and



Lynch Group Holdings Limited
*Independent Expert Report and Financial
Services Guide*
21 October 2025

the fact that there are existing business relationships between the Bidder Group and Lynch, it is likely that the Bidder Group could realise certain buyer specific synergies.

As any such benefits would be difficult to quantify and are excluded from the definition of market value, we have not factored these benefits into our determination of the underlying value of Lynch. We have however considered these benefits in our assessment of the reasonableness of the Scheme.



Appendix A – KPMG Corporate Finance Disclosures

Qualifications

The individuals responsible for preparing this report on behalf of KPMG Corporate Finance are Bill Allen and Joanne Lupton. Each has a significant number of years of experience in the provision of corporate financial advice, including specific advice on valuations, mergers and acquisitions, as well as preparation of expert reports.

Bill Allen is an Authorised Representative of KPMG Financial Advisory Services (Australia) Pty Ltd and a Partner in the KPMG Partnership. Bill is an Associate of Chartered Accountants Australia and New Zealand and holds a Bachelor of Commerce degree and a Graduate Diploma in Applied Finance.

Joanne Lupton is an Authorised Representative of KPMG Financial Advisory Services (Australia) Pty Ltd and a Partner of the KPMG Partnership. Joanne is an Associate of the Institute of Chartered Accountants Australia and New Zealand, a Fellow of the Financial Services Institute of Australasia and holds a Commerce degree from the University of New South Wales.

Disclaimers

It is not intended that this report should be used or relied upon for any purpose other than KPMG Corporate Finance's opinion as to whether the Scheme is in the best interests of Lynch Shareholders. KPMG Corporate Finance expressly disclaims any liability to any shareholder who relies or purports to rely on the report for any other purpose and to any other party who relies or purports to rely on the report for any purpose whatsoever.

Other than this report, neither KPMG Corporate Finance nor the KPMG Partnership has been involved in the preparation of the Scheme Booklet or any other document prepared in respect of the Scheme. Accordingly, we take no responsibility for the content of the Scheme Booklet as a whole or other documents prepared in respect of the Scheme.

Our report makes reference to "KPMG Corporate Finance analysis". This indicates only that we have (where specified) undertaken certain analytical activities on the underlying data to arrive at the information presented.

Independence

KPMG Corporate Finance and the individuals responsible for preparing this report have acted independently.

In considering our independence prior to accepting the engagement, we identified that KPMG Transaction Services had provided ESG due diligence services in relation to the Transaction to the Bidder Group. KPMG Transaction Services' fees for the ESG due diligence engagement were US\$40,000.

Having considered the scope of the ESG due diligence engagement, we concluded that this engagement did not impair our independence.

Recognising the potential perception of a conflict of interest and therefore a potential threat to our independence, we instigated conflict management safeguards (physical and electronic access restrictions) within KPMG Transaction Services and KPMG Corporate Finance. These procedures were designed to prevent the flow of confidential information between the engagement teams advising different parties in the Transaction.



Lynch Group Holdings Limited
*Independent Expert Report and Financial
 Services Guide*
 21 October 2025

TPG has consented to Lynch appointing KPMG Corporate Finance to prepare the IER and have confirmed that they do not consider KPMG Corporate Finance preparing the IER to constitute a conflict of interest.

Lynch has acknowledged KPMG Transaction Services' engagement to provide ESG due diligence services in relation to Transaction to TPG and has agreed that this engagement does not constitute a conflict of interest with KPMG Corporate Finance's engagement to prepare the IER. Lynch have concluded that the ESG due diligence engagement does not impact KPMG Corporate Finance's independence.

In addition to the above and the disclosures in our Financial Services Guide, it is relevant to a consideration of our independence that, during the course of this engagement, KPMG Corporate Finance provided draft copies of this report to Lynch Management for comment as to factual accuracy, as opposed to opinions which are the responsibility of KPMG Corporate Finance alone. Changes made to this report as a result of those reviews have not altered the opinions of KPMG Corporate Finance as stated in this report.

Other than fees to be received in respect to preparing this report and as disclosed above, neither KPMG Corporate Finance nor the KPMG Partnership (including its related entities) have provided professional services to Lynch or the Bidder Group in relation to the Scheme.

Professional standards

Our report has been prepared in accordance with professional standard APES 225 "Valuation Services" issued by the Accounting Professional & Ethical Standards Board. KPMG Corporate Finance and the individuals responsible for preparing this report have acted independently.



Appendix B – Sources of information

In preparing this report we have been provided with and considered the following sources of information:

Publicly available information:

- company presentations and announcements of Lynch and TPG Capital Asia
- Lynch's annual reports for the periods ended 2 July 2023, 30 June 2024
- Lynch's preliminary annual report (Appendix 4E) for the periods ended 29 June 2025
- annual reports, company presentations and news releases of comparable companies
- data providers including S&P Capital IQ Pty Ltd, MergerMarket, IBISWorld Pty Ltd, Economics Intelligences Unit
- Information sourced from the following published reports:
 - Ibis World, Flower Retailing in Australia, April 2025
 - Ibis World, Floriculture production in Australia, August 2024
 - Australian Horticulture Statistics Handbook 2023/24
 - Agriculture Victoria, June 2024
 - PwC Voice of consumers China report, October 2024
 - China Flower Association, 2024
- various broker and analyst reports
- various press and media articles.

Non-public information

- FY26 budget pack prepared by Lynch Management
- other confidential information provided by Lynch Management

In addition, we have had discussions with, and obtained information from, the senior management of Lynch and its advisors.



Lynch Group Holdings Limited
*Independent Expert Report and Financial
Services Guide*
21 October 2025

Appendix C – Industry Overview

To provide context for our assessment of Lynch's business and outlook, we have set out below an overview of the floriculture production and floral retailing industry in Australia and China respectively, reflecting Lynch's key areas of operation. Lynch's Australian operation is predominately within the straights and arranged flower market, with some exposure to potted plants. Lynch is involved across most of the supply chain, from growing through to production and distribution, as well as merchandising.

Australia

Background

The Australian floral market consists of straights (single flower or bunches of the same flower type), arrangements and bouquets, and potted plants, with the broader floriculture industry also encompassing both foliage and potted plants, and nursery stock. This industry is characterised by perishable, short-vase life products, that require a complex time sensitive supply chain. The overall flower industry supply chain spans from breeders (i.e. plant variety development), growers/producers, wholesalers, and end retailers.

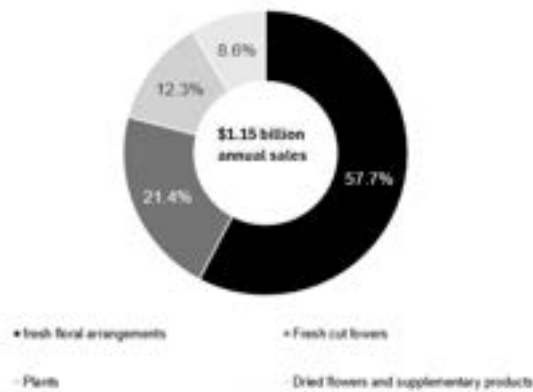
Consumer flora preferences span from traditional roses through to native wildflowers. Roses are the leading flower type sold nationally, representing 28.5% of total sales in CY24. Other breeds such as lilies, orchids and carnations remain popular, with native flowers such as proteas and waratahs gaining traction both domestically and internationally due to their novelty and drought tolerance. Fresh flower arrangements represent the largest revenue contributor in the market, accounting for 57.7% of all sales (as of April 2025). The remainder of the market comprises of the sale of fresh cut flowers, plants and dried flowers as well as the sale of supplementary products such as toys, and chocolates that are sold in addition to bouquets.

Within floriculture production, traditional flowers, such as roses and lilies, are the main produce grown, with 67.3% of production by revenue valued at \$167.9 million (as of August 2024). The remaining production is split between seed growing and wildflowers. The floriculture production segment is high fragmented with Lynch the largest producer (32.4% market share) followed by Grandiflora (5.2%) and Wafex (2.8%) with the remaining 59.6% held across the smaller growers in the segment.

Distribution to the Australian supermarket retail sector is largely serviced by Lynch, providing 88% of flowers to the main supermarket players, including Coles, Woolworths and ALDI. Notable other players that supply the supermarket retailers are Tony's Flowers, located in South Australia, and Wafex, both who are vertically integrated suppliers of fresh flowers.

Flower retailing is split across four main retail channels: traditional florists, supermarkets, other retail outlets and online. Historically, florists captured most of the market, accounting for 66% of sales in CY19. However, over the past five years supermarkets have increased their share of the market as they are able to offer budget-friendly floral products. This has resulted in supermarket growing their market share from 19% to 28% over the FY19 to FY24 period. The flower retailing segment of the flower industry is valued at approximately \$1.15 billion (as of April 2025), outlined in Figure 10.

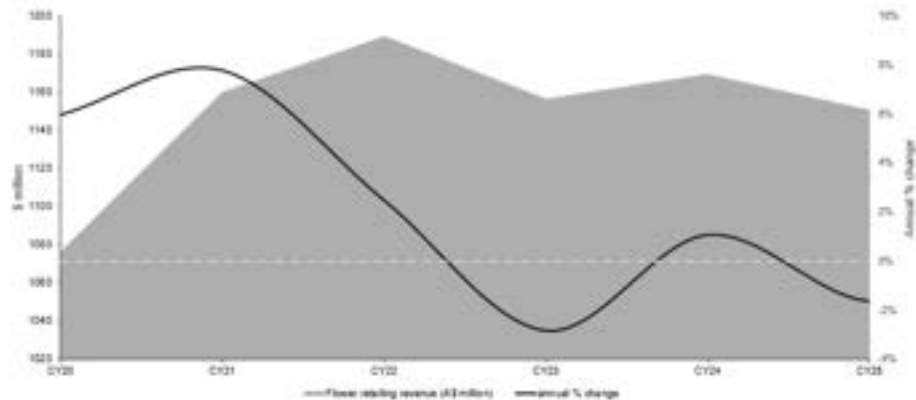
Figure 10: Australian floral retail market by product



Source: *the World, Flower Retailing in Australia*, data available as at April CY23

As shown in Figure 11, industry growth has been limited since CY21, as the industry was impacted by the COVID-19 lockdowns, supply chain cost inflation and the subsequent cost of living pressures felt globally.

Figure 11: Historic Australian floral retail market size



Source: *the World, Flower Retailing in Australia*, data available as at April CY23

The post-pandemic market has shifted significantly. Event cancellations, such as weddings and funerals, initially reduced traditional sources of demand, whilst online sales rose as consumers turned to digital gifting platforms to send gifts to friends and relatives during lockdown. The supply chain faced disruption from grounded airfreight and border closures, which resulted in higher transport costs for importers, in turn driving a temporary reliance on locally grown



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

flowers. Subsequent cost of living pressures post-lockdowns further constrained discretionary spending, limiting market growth. Despite this (and increases in fertiliser and irrigation costs), industry profitability has remained relatively stable over the past three years, with import levels rebounding to above pre-covid levels, such that the market has been able to meet consumer demand.

Supply

Flowers in Australia are both domestically grown and imported. Domestic production is concentrated in Victoria, accounting for 34% of national output, and ranges from small family farms to large-scale greenhouse operations. Farming systems include conventional cultivation, glasshouses and polyhouses/tunnels, with 87.1% of flowers conventionally grown in FY24. Australia is a net importer of flowers, with local production continuing to decline in recent years (6% from FY23 to FY24) due to import competition. In FY24, \$9.0 million of plants grown in Australia were exported, compared to \$96.7 million in value imported, primarily due to stringent export procedures, higher production costs in Australia and quarantine requirements making it harder for Australian farmers to compete internationally. The Flower Industry Association (**FIA**) estimates that over 50% of flowers sold in Australia are now imported. Imported flowers, are flown in from Kenya, Ecuador, Colombia, China and Malaysia. Malaysia is the biggest exporter of flowers to Australia, accounting for 23.4% of Australia's imports in FY24. Overseas producers benefit from lower labour costs, year-round production and favourable climates. Consumers often perceive imported flowers as offering better quality, with larger blooms and longer vase life, reinforcing their appeal.

Traditionally, wholesale markets in major cities supplied end retailers via wholesale brokers. Supermarkets, who have gained a significant market share in the floral retail space, now bypass these intermediaries, sourcing directly from large distributors and benefiting from cheaper high-volume agreements, creating a split in the market, with independent florists still relying on wholesale brokers.

Demand

Demand in the Australian floriculture market is shaped by a combination of seasonal peaks, changing consumer habits, increase in imports and economic conditions. Sales are highly event driven, with up spikes seen during Valentine's Day, Mother's Day and Christmas. There has also been a rise in 'everyday' flower purchasing, as flowers are seen as affordable, impulse driven gifts, or home décor. This trend has been accelerated by the growth of online platforms and flower subscription models, providing the end consumer with convenience and transparent pricing options.

Cost of living pressures have shifted spending patterns towards lower-cost products, particularly supermarket unarranged cut flowers and potted plants, which are perceived as longer-lasting and better value than premium assortments.

Regulatory environment and challenges

The floriculture production industry is highly regulated, particularly in relation to biosecurity. Australia, having one of the tightest biosecurity legislations, requires all imported flowers to



undergo chemical treatment to prevent the entry of pests and diseases. Imported flowers are required to be dipped in glyphosate (weed killer) and fumigated with methyl bromide before they are allowed to enter Australia. Local farmers are also subject to regulation around the use of pesticide and water allocation, whilst exporters must comply with specific certification and fumigation requirements to access overseas markets.

Country of origin labelling remains an area of concern in the industry. Currently, there is no mandatory requirement for flowers to be labelled as either Australian grown or imported. The FIA continues to lobby for stricter labelling, as there becomes an increasing awareness of the environmental impact and consumer health implications over the use of chemical products to treat stems. There have been some initial trials of supermarkets voluntarily including origin labelling, with Coles in CY22 providing labels identified their origin as either local or international, though this was not implemented permanently. This has now been replaced with a 'caution' label to highlight that the flowers are not for consumption and may cause irritation due to the use of chemicals in the production and treatment of the flowers.

The Australian Flower Trade Association (**AFTA**), of which Lynch is a member, is a national organisation which represents flower and foliage growers and traders. The body lobbies for key issues impacting the floral industry, engaging with local governments, particularly around biosecurity policy changes.

Outlook

The Australian flower retail market is expected to grow at a modest 1.2% (in real terms) between CY25 and CY30, alongside a 1.2% real growth in floriculture production in Australia over the same period. The growth is forecast to be attributable to steady consumer demand for flowers on traditional occasions, and an incremental increase in floral consumption.

Local growers are increasingly adopting advanced cultivation techniques, such as hydroponics and LED lighting, to extend the growing season and improve quality, to narrow the cost and quality gap between imported and domestic farmers. The 'Grown-not-Flown' initiative is a global platform that is attempting to connect small-scale local growers directly with buyers. Founded in Australia, the body helps promote sustainability for small-scale growers, providing education on regenerative farming and chemical-free cultivation, whilst removing capital barriers for local growers using its digital marketplace.

Native Australian flower species are positioned to benefit from growing customer awareness of sustainability and provenance, with opportunities for greater export potential. Government backed research and development initiatives, such as AgriFutures Australia focus on improving the Australian rural industry by providing funding for projects aimed at increasing the viability and profitability of flower growing. The breeding of certain native Australian cut flowers, such as Waxflower and Boronia, have been funded through this initiative, with this plant being significantly more drought-resistant than traditional flowers such as roses.

Supermarket market share is expected to grow over the next five years, as prices become more competitive. There is expected to be a rise in the acceptance and use of online floral retail and subscription services, which may enable growers to sell directly to customers. Smaller florists



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

and farmers may band together in cooperatives or niche marketing groups to differentiate their local grown flowers from imports.

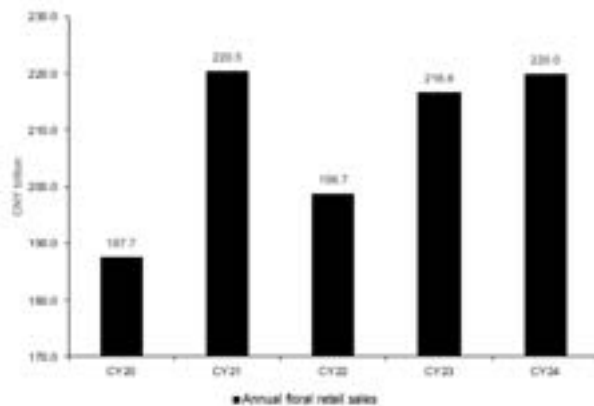
China

Background

China's flower market is broad and highly structured, spanning the full supply chain. China is one of the world's leading growers of cut flowers and ornamental plants, supported by extensive farms and greenhouses established in provinces such as Yunnan (the central hub for flower production and wholesale in China), supplying the dominant share of national output and exports. China is the largest producer of flowers by volume, leading in carnations and lilies and ranks second globally in roses and chrysanthemums.

As shown in Figure 12 the Chinese retail floral market reached CNY220.0 billion in CY24, an increase of 1.6% since CY23.

Figure 12: Historic Chinese floral retail market size



Source: Chinese Flower Association

China is recognised as an emerging market in the consumer discretionary spending sector; market growth has been driven by the increasing popularity of e-commerce retail channels over typical outlets, with 54.5% of the total retail floral sales in CY23 sold via online channels.

Traditionally, flower consumption around festivals, weddings and cultural events has peaked but the market has seen a recent shift to 'every day' purchasing patterns by a younger demographic. Despite the sustained year-on-year growth, per capita expenditure on floral products remains comparatively low compared to China's global peers (1/8th to 1/6th of per capita spend relative to countries with similar levels of income).

Wholesale volumes have continued to increase annually, with Dounan Market, the main wholesaler in the country, trading nearly 30 million stems in CY23, an increase of 40% from the



prior year. The market's expansion has been driven by affordability, convenience through e-commerce and a growing cultural association between flowers and lifestyle quality.

Supply

China is a net exporter of floriculture. In CY24, China's total import and export trade volume of flowers reached CNY5.7 billion, with CNY3.7 billion exported (an increase of 17% since CY23).

Production is geographically concentrated in Yunnan province, which accounts for 40% of national exports and is among the top three floriculture regions globally. The high-altitude climate supports year-round cultivation of roses, carnations, gerberas and lilies. Production has become increasingly modernised, with the installation of smart greenhouses, tissue-culture nurseries and climate-controlled systems to improve both quality and yield.

Areas such as Guangdong focus on the production of orchids and tropical flowers, with some emerging growers in interior provinces like Gansu and Anhui beginning to benefit from local government investment. Yunnan's proximity to Southeast Asia, along with strong rail and road links to seaports in Guangxi and Vietnam, and the Kunming international airport, allows for the fast export of fresh-cut flowers worldwide. The requirement for imported flowers is typically to satisfy the niche demand for seasonal or high-end varieties (e.g. Dutch tulips) mainly for premium hospitality in central cities within China. Imported flower volumes have remained relatively stable in recent years, with domestic production satisfying most of the growing internal demand.

Wholesale distribution in China is centralised through large markets, with Dounan in Kunming serving as the national hub. Flowers are traded every morning and transported across the whole of China, and internationally, within 24 hours. The use of electronic auctions allows buyers from across China to participate remotely, allowing for efficient distribution and a reduction in costs.

Demand

Consumer demand in China is shaped by cultural tradition and modern lifestyle shifts. Flower giving is embedded into Chinese culture, with flowers purchased for a number of ceremonial occasions due to their strong symbolic associations, such as red roses for romance, peonies for wealth and chrysanthemums for remembrance to name a few. This symbolism in China underpins core demand, given the abundance of floral arrangements typically purchased for ceremonial purposes.

There has recently been a shift in younger generations embracing flowers for everyday enjoyment, under a growing 'romance economy' trend. Consumers are spending more on products that deliver emotional satisfaction, with retailers offering more affordable flower options to make bouquets more accessible for middle-class customers.

This is supported by the proliferation of online flower stores and delivery apps such as FlowerPlus, Berry and JD.com which has made purchasing flowers convenient along with 24-hour delivery services. China's modern logistics infrastructure allows for flowers to be cut in Yunnan and delivered under climate-controlled conditions to customers in Shanghai or Beijing within 24 hours, preserving freshness.



Lynch Group Holdings Limited
*Independent Expert Report and Financial
 Services Guide*
 21 October 2025

The growth in e-commerce is allowing wholesalers to promote their flowers via live streaming, showcasing the condition and variety of flowers and plants on offer. Consumers can interact with the sellers in real time, enhancing the shopping experience and leading to more impulse purchasing.

Despite a rise in the purchasing of flowers for everyday consumption, a fall in consumer confidence in China has impacted discretionary spending. Consumers have become more frugal since the relaxation of COVID-19 restrictions, feeling less confident spending on personal gratification and enjoyment. The reduced consumer sentiment in the market has resulted in retailers dropping prices to attract buyers. The average price across all cut flowers, per stem, decreased by 17.54% from CNY1.14 in CY23 to CNY0.94 in CY24.

Regulatory environment and challenges

China does not impose heavy chemical treatments on imports, through phytosanitary inspections are mandatory to prevent pests in imported plant materials, overseen by the General Administration of Customs. Chinese authorities actively align with international standards to facilitate access to markets such as Japan and Europe.

Provinces like Yunnan receive subsidies from local governments to assist with greenhouse construction, breeding centres and logistic hubs. The Kunming International Flora Auction Trading Centre provides standardised grading and price transparency for floral wholesaling, acting as form of self-regulation that is encouraged by the state.

With China doing more breeding of new flower species and using many foreign-bred varieties, the government has been strengthening plant variety rights enforcement through IP protection, outlined in recent revisions to China's regulation on the protection of new plant varieties.

Outlook

The Chinese government has increased wages and offered discount incentives to encourage the return of consumer discretionary spending. Retail sales grew 4.0% from January CY25 to February CY25, suggesting a slow, but still visible increase in spending.

Alongside the recovery of consumer spending habits, China aims to reach CNY700 billion of annual flower sales by CY35, which would make China both the largest producer and consumer of flowers globally. This expansion is expected to be driven by investments in flower seed innovations and optimisation of the supply chain.

Exports are projected to increase, particularly into Asia and the Middle East, whilst imports will likely remain steady over the next five years. Domestic demand is likely to be driven by the expansion of the urban middle class and shift by consumers towards a spending culture, alongside the increased adoption of online retailing. The development of a more efficient distribution network will allow growers to reach second and third tier cities easier, unlocking more of the national market.



Appendix D – Methodology overview

Capitalisation of earnings

An earnings-based approach estimates a sustainable level of future earnings for a business (maintainable earnings) and applies an appropriate multiple to those earnings, capitalising them into a value for the business. The earnings bases to which a multiple is commonly applied include Revenue, EBITDA, EBIT and NPAT.

In considering the maintainable earnings of the business being valued, factors to be taken into account include whether the historical performance of the business reflects the expected level of future operating performance, particularly in cases of development, or when significant change occur in the operating environment, or the underlying business is cyclical.

With regard to the multiples applied in an earnings-based valuation, they are generally based on data from listed companies and recent transactions in a comparable industry, but with appropriate adjustment after consideration has been given to the specific characteristics of the business being valued. The multiples derived for comparable quoted companies are generally based on security prices reflective of the trades of small parcels of securities. As such, multiples are generally reflective of the prices at which portfolio interests change hands. That is there is no premium for control incorporated within such pricing. They may also be impacted by illiquidity in trading of the particular stock. Accordingly, when valuing a business en bloc (100%) we would also reference the multiples achieved in recent mergers and acquisitions, where a control premium and breadth of purchaser interest are reflected.

An earnings approach is typically used to provide a market cross-check to the conclusions reached under a theoretical DCF approach or where the entity subject to valuation operates a mature business in a mature industry or where there is insufficient forecast data to utilise the DCF approach.

Discounted cash flow

Under a DCF approach, forecast cash flows are discounted back to the valuation date, generating a net present value for the cash flow stream of the business. A terminal value at the end of the explicit forecast period is then determined and that value is also discounted back to the valuation date to give an overall value for the business.

In a DCF analysis, the forecast period should be of such a length to enable the business to achieve a stabilised level of earnings, or to be reflective of an entire operation cycle for more cyclical industries. Typically, a forecast period of at least five years is required, although this can vary by industry and within a given industry.

The rate at which the future cash flows are discounted (the **Discount Rate**) should reflect not only the time value of money, but also the risk associated with the business' future operations. This means that in order for a DCF to produce a sensible valuation figure, the importance of the quality of the underlying cash flow forecasts is fundamental.

The Discount Rate most generally employed is the WACC, reflecting an optimal (as opposed to actual) financing structure, which is applied to unleveraged cash flows and results in an



Lynch Group Holdings Limited
*Independent Expert Report and Financial
 Services Guide*
 21 October 2025

Enterprise Value for the business. Alternatively, for some industries it is more appropriate to apply an equity approach instead, applying a cost of equity to leveraged cash flows to determine equity value.

In calculating the terminal value, regard must be had to the business' potential for further growth beyond the explicit forecast period. This can be calculated using either a capitalisation of earnings methodology or the 'constant growth model', which applies an expected constant level of growth to the cash flow forecast in the last year of the forecast period and assumes such growth is achieved in perpetuity.

Net assets or cost based

Under a net assets or cost-based approach, total value is based on the sum of the net asset value or the costs incurred in developing a business to date, plus, if appropriate, a premium to reflect the value of intangible assets not recorded on the balance sheet.

Net asset value is determined by marking every asset and liability on (and off) the entity's balance sheet to current market values.

A premium is added, if appropriate, to the marked-to-market net asset value, reflecting the profitability, market position and the overall attractiveness of the business. The net asset value, including any premium, can be matched to the 'book' net asset value, to give a price to net assets, which can then be compared to that of similar transactions or quoted companies.

A net asset or cost-based approach is most appropriate for businesses where the value lies in the underlying assets and not the ongoing operations of the business (e.g. real estate holding companies). A net asset approach is also useful as a cross-check to assess the relative riskiness of the business (e.g. through measures such as levels of tangible asset backing).

Enterprise or equity value

Depending on the valuation approach selected and the treatment of the business' existing debt position, the valuation range calculated will result in either an enterprise value or an equity value being determined.

An enterprise value reflects the value of the whole of the business (i.e. the total assets of the business including fixed assets, working capital and goodwill/intangibles) that accrues to the providers of both debt and equity. An enterprise value will be calculated if a multiple is applied to unleveraged earnings (i.e. revenue, EBITDA, EBITA or EBIT) or unleveraged free cash flow.

An equity value reflects the value that accrues to the equity holders. To compare an enterprise value to an equity value, the level of net debt must be deducted from the enterprise value. An equity value will be calculated if a multiple is applied to leveraged earnings (i.e. NPAT) or free cash flow, post debt servicing.



Appendix E – Selected listed companies

Company	Geography	Market Cap A\$ million	Enterprise value A\$ million	EBITDA margin LTM	EBITDA multiple LTM	EBIT multiple LTM
Wholesalers and Distributors						
Metcash Limited	Australia	4,330	6,147	4.3%	8.2x	12.1x
Calavo Growers, Inc.	United States	754	718	5.2%	12.9x	16.4x
Orsero S.p.A.	Belgium	578	782	5.5%	4.8x	7.9x
Agribusinesses						
Cobram Estate Olives Limited	Australia	1,535	1,808	47.9%	15.6x	19.9x
Select Harvests Limited	Australia	585	983	22.3%	11.8x	18.5x
Gansu Dushuang Seed Group Co., Ltd.	China	739	663	23.8%	10.4x	12.7x
Wholesalers and Distributors						
median					8.2x	14.3x
mean					8.6x	14.3x
Agribusinesses						
median					11.8x	15.6x
mean					12.6x	15.6x
Total						
median					11.1x	14.6x
mean					10.6x	14.9x

Source: S&P/Capital IQ, Company Annual Reports, KPMG Corporate Finance Analysis
Outliers (shaded) have been calculated based on the interquartile range and excluded from the mean and median.



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

Company	Description
Metcash Limited (MTS)	Metcash Limited is a leading Australian wholesale distribution company, supplying groceries, fresh food, liquor, and hardware to independent retailers nationwide. The company operates major distribution centres and supports well-known retail banners such as IGA, Foodland, and Cellarbrations. It was incorporated in 1927 and is headquartered in Sydney, Australia.
Calavo Growers, Inc. (CVGW)	Calavo Growers, Inc. is a U.S.-based company focused on the marketing and distribution of avocados, tomatoes, and other fresh produce, as well as prepared foods. The company sources from growers in California, Mexico, and other regions, distributing products primarily across North America. It was incorporated in 1924 and is headquartered in Santa Paula, California, United States.
Orsero S.p.A (ORS)	Orsero S.p.A. is a major Italian company engaged in the importation, ripening, and distribution of fresh fruit and vegetables, serving supermarkets and foodservice clients across Southern Europe. The company operates a network of logistics and distribution centres, ensuring year-round supply of bananas, pineapples, and other produce. It was incorporated in 2012 and is headquartered in Milan, Italy.
Cobram Estate Olives Limited (CBO)	Cobram Estate Olives Limited is a vertically integrated olive oil producer, known for growing, harvesting, processing, and marketing premium extra virgin olive oil. The company operates large-scale olive groves and state-of-the-art mills, supplying products to supermarkets and specialty retailers in Australia and the United States. It was incorporated in 1998 and is headquartered in Melbourne, Australia.
Select Harvests Limited (SHV)	Select Harvests Limited is an Australian agribusiness specialising in the cultivation, processing, and marketing of almonds and other nut products. The company manages extensive almond orchards, operates advanced processing facilities, and exports its products to both domestic and international markets, including Asia and Europe. It was incorporated in 1969 and is headquartered in Melbourne, Australia.
Gansu Dunhuang Seed Group Co., Ltd (600354)	Gansu Dunhuang Seed Group Co., Ltd. is a Chinese agribusiness specialising in seed breeding, agricultural technology, and the processing of agricultural products. The company serves the domestic Chinese market, supporting food security and modern farming practices through research and development. It was incorporated in 2001 and is headquartered in Jiuquan, Gansu Province, China.



Appendix F – Selected transactions

Target	Acquirer	Announced date	Geography	Interest acquired	Deal enterprise value A\$ million	EBITDA A\$ million	EV/EBITDA (times)
Superior Food Services Pty Ltd	Metcash Ltd	5/02/2024	Australia	100%	412	44	9.4
	Paine Schwartz Partners LLC, British Columbia Investment Management Corp.						
Costa Group Holdings Ltd	Driscoll's Inc	4/07/2023	Australia	86%	2,459	215	11.4
WestCountry Food Holdings Ltd	Kiwave Group plc	12/12/2022	United Kingdom	100%	53	8	6.4
median							9.4
mean							9.1

Source: MergerMarket, S&P/Capital IQ, Company Annual Reports, KPMG Corporate Finance Analysis



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

Target	Description
Superior Foods Services Pty Ltd (Superior)	On 05 February 2024, Metcash Limited (MTS:ASX) announced it had entered into a binding agreement to acquire 100% of Superior Foods Services Pty Ltd from Quadrant Private Equity Pty Limited, and shareholders of Superior. The transaction comprised of an upfront consideration of \$390m plus a deferred earn-out payment of up to \$22.3m, payable if Superior achieves an underlying EBITDA of at least \$46m in respect of the year ending 30 June 2024. The transaction was completed on 03 June 2024.
Costa Group Holdings Ltd (Costa)	On 22 September 2023, Costa Group Holdings entered into a scheme implementation agreement to be acquired by a consortium led by Paine Schwartz Partners (PSP) by way of scheme of arrangement, at a value of \$3.20 cash per share. The consortium was comprised of entities controlled by PSP, Driscoll's Inc and British Columbia Investment Management Corporation, who in aggregate held approximately 19.62% of the shares in issue at the time of the announcement. The Scheme Consideration valued Costa's shares at a 25% premia to the 3-month VWAP to the closing share price on 30 June 2023 of \$2.57.
WestCountry Food Holdings Ltd (WestCountry)	On 12 December 2022, Kilwave Group Plc (Kitwave) announced the 100% acquisition of WestCountry for gross consideration of £29m. The transaction was funded through the Group's existing banking facilities and a new three-year revolving credit facility provided by existing bank partners.



Part Two – Financial Services Guide

Dated: 21 October 2025

What is a Financial Services Guide (FSG)?

This FSG is designed to help you to decide whether to use any of the general financial product advice provided by KPMG Financial Advisory Services (Australia) Pty Ltd (KPMG FAS) ABN 43 007 363 215, Australian Financial Services Licence Number 246901 (of which KPMG Corporate Finance is a division) (KPMG Corporate Finance). Bill Allen is an authorised representative of KPMG FAS, authorised representative number 405335 and Joanne Lupton is an authorised representative of KPMG FAS, authorised representative number 449593 (Authorised Representative).

This FSG includes information about:

- KPMG FAS and its Authorised Representative/s and how they can be contacted;
- The services KPMG FAS and its Authorised Representative/s are authorised to provide;
- How KPMG FAS and its Authorised Representative/s are paid;
- Any relevant associations or relationships of KPMG FAS and its Authorised Representative/s;
- How complaints are dealt with as well as information about internal and external dispute resolution systems and how you can access them; and
- The compensation arrangements that KPMG FAS has in place.

The distribution of this FSG by the Authorised Representative has been authorised by KPMG FAS. This FSG forms part of an Independent Expert Report (Report) which has been prepared for inclusion in a disclosure document or, if you are offered a financial product for issue or sale, a Product Disclosure Statement (PDS). The purpose of the disclosure document or PDS is to help you make an informed decision in relation to a financial product. The contents of the disclosure document or PDS, as relevant, will include details such as the risks, benefits, and costs of acquiring the particular financial product.

Financial services that KPMG FAS and the Authorised Representative are authorised to provide

KPMG FAS holds an Australian Financial Services Licence, which authorises it to provide, amongst other services, financial product advice for the following classes of financial products:

- deposit and non-cash payment products;
- derivatives;
- foreign exchange contracts;
- debentures, stocks or bonds issued or proposed to be issued by government;
- interests in managed investments schemes including investor directed portfolio services;
- securities;
- superannuation;
- carbon units;
- Australian carbon credit units; and
- eligible international emissions units,

to retail and wholesale clients.

KPMG FAS provide financial product advice when engaged to prepare a report in relation to a transaction relating to one of these types of financial products. The Authorised Representative is authorised by KPMG FAS to provide financial product advice on KPMG FAS' behalf. **KPMG FAS and the Authorised Representative's responsibility to you**

KPMG FAS has been engaged by Lynch Group Holdings Limited (Client) to provide general financial product advice in the form of a Report to be included in the Scheme Booklet (Document) prepared by the Client in

relation to Hasfarm Holdings Limited (Hasfarm) and Darwin Aus Bidco Pty Ltd (Hasfarm Bidco) 100% acquisition of Lynch Group Holdings Limited by way of a court approved member's scheme of arrangement under Part 5.1 of the Corporations Act 2001 (CA) (Transaction).

You have not engaged KPMG FAS or the Authorised Representative directly but have received a copy of the Report because you have been provided with a copy of the Document. Neither KPMG FAS nor the Authorised Representative are acting for any person other than the Client.

KPMG FAS and the Authorised Representative are responsible and accountable to you for ensuring that there is a reasonable basis for the conclusions in the Report.

General Advice Warning

As KPMG FAS has been engaged by the Client, the Report only contains general advice as it has been prepared without taking your personal objectives, financial situation or needs into account. You should consider the appropriateness of the general advice in the Report having regard to your circumstances before you act on the general advice contained in the Report.

You should also consider the other parts of the Document before making any decision in relation to the Transaction.

Fees KPMG FAS may receive and remuneration or other benefits received by our representatives

KPMG FAS charges fees for preparing reports. These fees will usually be agreed with, and paid by, the Client. Fees are agreed on either a fixed fee or a time cost basis. In this instance, the Client has agreed to pay KPMG FAS



Lynch Group Holdings Limited
Independent Expert Report and Financial
Services Guide
21 October 2025

\$195,000 for preparing the Report. KPMG FAS and its officers, representatives, related entities and associates will not receive any other fee or benefit in connection with the provision of the Report.

KPMG FAS officers and representatives (including the Authorised Representative) receive a salary or a partnership distribution from KPMG's Australian professional advisory and accounting practice (the **KPMG Partnership**). KPMG FAS' representatives (including the Authorised Representative) are eligible for bonuses based on overall productivity. Bonuses and other remuneration and benefits are not provided directly in connection with any engagement for the provision of general financial product advice in the Report. Further details may be provided on request.

Referrals

Neither KPMG FAS nor the Authorised Representative pay commissions or provide any other benefits to any person for referring customers to them in connection with a Report.

Associations and relationships

Through a variety of corporate and trust structures, KPMG FAS operates as part of the KPMG Australian firm. KPMG FAS' directors and Authorised Representatives may be partners in the KPMG Partnership. The financial product advice in the Report is provided by KPMG FAS and the Authorised Representative and not by the KPMG Partnership.

From time to time KPMG FAS, the KPMG Partnership and related entities (**KPMG entities**) may provide professional services, including audit, tax and financial advisory services, to companies and issuers of financial products in the ordinary course of their businesses.

KPMG entities have provided services to Harsfarm and Harsfarm Bidco for which professional fees are received. These fees are not material to KPMG. Other than as disclosed in the Report, none of those services have related to the Transaction or alternatives to the Transaction.

No individual involved in the preparation of this Report holds a substantial interest in, or is a substantial creditor of, the Client or has other material financial interests in the Transaction.

Complaints resolution

Internal complaints resolution process

If you have a complaint, please let either KPMG FAS or the Authorised Representative know. Complaints can be sent in writing to:

The Complaints Officer
KPMG

GPO Box 2291U
Melbourne, VIC 3000

or via email (AU-FM-AFSL-COMPLAINT@kpmg.com.au)

If you have difficulty in putting your complaint in writing, please call (03) 9288 5555 where you will be directed to

the Complaints Officer who will assist you in documenting your complaint.

We will acknowledge receipt of your complaint, in writing, within 1 business day or as soon as practicable and will investigate your complaint fairly and in a timely manner.

Following an investigation of your complaint, you will receive a written response within 30 calendar days. If KPMG FAS is unable to resolve your complaint within 30 calendar days, we will let you know the reasons for the delay and advise you of your right to refer the matter to the Australian Financial Complaints Authority (**AFCA**).

External complaints resolution process

If KPMG FAS cannot resolve your complaint to your satisfaction within 30 days, you can refer the matter to AFCA. AFCA is an independent body that has been established to provide free and impartial assistance to consumers to help in resolving complaints relating to the financial services industry. KPMG FAS is a member of AFCA (member no 11690).

Further details about AFCA are available at the AFCA website www.afca.org.au or by contacting them directly at:

Address: Australian Financial Complaints Authority
Limited, GPO Box 3, Melbourne Victoria 3001
Telephone: 1800 931 678
Email: info@afca.org.au

The Australian Securities and Investments Commission also has a free call Customer Contact Centre info-line on 1300 300 630 which you may use to obtain information about your rights.

Compensation arrangements

KPMG FAS has compensation arrangements for loss or damage in accordance with section 912B of the Corporations Act 2001 (Cth). KPMG FAS holds professional indemnity insurance which, subject to its terms, provides cover for work performed by KPMG FAS including current and former representatives of KPMG FAS.

Contact Details

You may contact KPMG FAS using the below contact details:

KPMG Corporate Finance (a division of KPMG Financial
Advisory Services (Australia) Pty Ltd)
Level 38, International Towers Three
300 Barangaroo Avenue
Sydney NSW 2000

PO Box H67
Australia Square
NSW 1213
Telephone: (02) 9335 7821
Facsimile: (02) 9335 7001



Scheme of Arrangement

Lynch Group Holdings Limited
(ACN 608 543 219)

and

Scheme Shareholders

Table of Contents

1.	Definitions and interpretation	3
1.1	Definitions	3
1.2	General interpretation	6
2.	Preliminary	7
2.1	Target	7
2.2	Bidder	7
2.3	If Scheme becomes Effective	8
3.	Conditions Precedent	8
3.1	Conditions precedent to Scheme	8
3.2	Conditions precedent and operation of clause 5	8
3.3	Certificate in relation to conditions precedent	8
4.	Scheme	9
4.1	Effective Date	9
4.2	End Date	9
5.	Implementation of Scheme	9
5.1	Lodgement of Court orders with ASIC	9
5.2	Transfer and registration of Scheme Shares	9
5.3	Entitlement to Scheme Consideration	10
5.4	Title and rights in Scheme Shares	10
5.5	Scheme Shareholders' agreements	10
5.6	Warranty by Scheme Shareholders	11
5.7	Appointment of the Bidder as sole proxy	11
6.	Scheme Consideration	11
6.1	Provision of Scheme Consideration	11
6.2	Payment of Scheme Consideration	12
6.3	Unclaimed monies	13
6.4	Fractional entitlements and splitting	13
6.5	Orders of a court or Regulatory Authority	14
6.6	Joint holders	14
7.	Dealings in Scheme Shares	14
7.1	Determination of Scheme Shareholders	14
7.2	Register	14
7.3	No disposals after Record Date	15
7.4	Maintenance of Target Register	15

7.5	<i>Effect of certificates and holding statements</i>	15
7.6	<i>Details of Scheme Shareholders</i>	15
7.7	<i>Quotation of Target Shares</i>	15
7.8	<i>Termination of quotation of Target Shares</i>	15
8.	Appointment of the Target as attorney for implementation of Scheme	15
9.	Binding effect of Scheme	16
10.	General	16
10.1	<i>Notices</i>	16
10.2	<i>Variations, alterations and conditions</i>	16
10.3	<i>Consent</i>	16
10.4	<i>No liability when acting in good faith</i>	17
10.5	<i>Stamp duty</i>	17
10.6	<i>Further action</i>	17
11.	Governing law	17
11.1	<i>Governing law and jurisdiction</i>	17

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691 and, where the context requires, the financial market that it operates.

Bidder means Darwin Aus Bidco Pty Ltd (ACN 689 123 153).

Bidder Guarantor means Hasfarm Holdings Limited (Company number 1507627).

Business Day means a day which is not a Saturday, Sunday or a public holiday in Sydney, New South Wales, Melbourne, Victoria, or Singapore.

CHESS means the clearing House Electronic Subregister System operated by ASX Settlement Pty Ltd and ASX Clear Pty Limited.

Control has the meaning given in section 50AA of the Corporations Act, and includes the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of a person, whether through the ownership of voting securities or other interests, by contract or otherwise, and **Controlled** and **Controlling** have the corresponding meanings.

Corporations Act means the *Corporations Act 2001* (Cth).

Court means the Federal Court of Australia in Melbourne or such other court of competent jurisdiction under the Corporations Act agreed in writing by the Bidder and the Target.

Deed Poll means the deed poll dated 14 October 2025 executed by the Bidder and the Bidder Guarantor and substantially in the form of Annexure B of the Scheme Implementation Agreement (or as otherwise agreed by the Bidder, the Bidder Guarantor and the Target), under which the Bidder and the Bidder Guarantor covenant in favour of each Scheme Shareholder to perform their obligations under this Scheme.

Effective, when used in relation to the Scheme, means the coming into effect, pursuant to section 411(10) of the Corporations Act, of the order of the Court made under section 411(4)(b) of the Corporations Act in relation to the Scheme.

Effective Date means the date on which the Scheme becomes Effective.

Encumbrance means:

- (a) any security for the payment of money or performance of obligations, including a mortgage, charge, lien, pledge, trust, power or title retention or flawed deposit arrangement; and
- (b) any "security interest" as defined in sections 12(1) or 12(2) of the PPSA or any agreement to create any of them or allow them to exist.

End Date means 31 December 2025 or such other date as is agreed by the Bidder and the Target in writing, subject to the terms of the Scheme Implementation Agreement.

First Court Date means the first day on which an application made to the Court for an order under subsection 411(1) of the Corporations Act convening the Scheme Meeting is heard or, if the application is adjourned or subject to appeal for any reason, the day on which the adjourned application is heard.

Immediately Available Funds means by immediate electronic funds transfer or other form of cleared funds acceptable to the Target.

Implementation Date means, with respect to the Scheme, the fifth Business Day following the Record Date of the Scheme (or such other date as the Bidder and the Target may agree in writing).

Record Date means 5:00 pm on the second Business Day following the Effective Date or such other date as the Target and the Bidder agree in writing.

Register means the register of members of the Target maintained in accordance with the Corporations Act.

Registered Address means, in relation to a Target Shareholder, the address shown in the Register as at the Record Date.

Regulatory Authority includes:

- (a) ASX, ACCC, ASIC, FIRB and the Takeovers Panel;
- (b) any other relevant regulatory authorities (if any);
- (c) a government or governmental, semi-governmental or judicial entity or authority;
- (d) a minister, department, office, commission, delegate, instrumentality, agency, board, authority or organisation of any government; and
- (e) any regulatory organisation established under statute.

Scheme means this scheme of arrangement under Part 5.1 of the Corporations Act between the Target and the Scheme Shareholders under which all of the Scheme Shares will be transferred to the Bidder as described in clause 5.2 of this Scheme, in consideration for the Scheme Consideration, subject to any alterations or conditions made or required by the Court pursuant to section 411(6) of the Corporations Act to the extent they are approved in writing by the Target and the Bidder in accordance with this Scheme.

Scheme Booklet means, in respect of the Scheme, the information booklet prepared by the Target, approved by the Court and despatched to Target Shareholders in accordance with the Scheme Implementation Agreement, and which included or was accompanied by the Scheme, an explanatory statement complying with the requirements of the Corporations Act and notices of meeting and proxy forms.

Scheme Consideration means the consideration payable by the Bidder to each Scheme Shareholder for the transfer to the Bidder of all of their Scheme Shares, being an amount of \$2.155 cash per Scheme Share.

Scheme Implementation Agreement means the Scheme Implementation Agreement dated 20 August 2025 between the Target, the Bidder and the Bidder Guarantor under which, amongst other things, the Target has agreed to propose this Scheme to the Target Shareholders, and each of the Bidder and the Target has agreed to take certain steps to implement this Scheme.

Scheme Meeting means the meeting of Target Shareholders ordered by the Court to be convened under subsection 411(1) of the Corporations Act to consider and vote on the Scheme and includes any meeting convened following any adjournment or postponement of that meeting.

Scheme Shareholder means each person who is a Target Shareholder as at the Record Date.

Scheme Share means a Target Share held by a Scheme Shareholder as at the Record Date and, for the avoidance of doubt, includes any Target Shares issued on or before the Record Date.

Second Court Date means the day on which the Court makes an order pursuant to section 411(4)(b) of the Corporations Act approving the Scheme.

Settlement Rules means the ASX Settlement Operating Rules, being the official operating rules of the settlement facility provided by ASX Settlement Pty Ltd.

Share Scheme Transfer means, for each Scheme Shareholder, a duly completed and executed proper instrument of transfer of the Scheme Shares held by that Scheme Shareholder for the purposes of section 1071B of the Corporations Act, which may be a master transfer of all Scheme Shares.

Subsidiary of an entity means another entity which:

- (a) is a subsidiary of the first entity within the meaning of the Corporations Act; and
- (b) is part of a consolidated entity constituted by the first entity and the entities it is required to include in the consolidated financial statements it prepares or would be, if the first entity was required to prepare consolidated financial statements.

Target Performance Rights means all performance rights, options or other entitlements for the grant of Target Shares which have been issued under long-term incentive plans by Target on the date of the Scheme Implementation Agreement.

Target Share means a fully paid ordinary share in the capital of the Target.

Target Shareholder means each person registered in the Register as a holder of Target Shares.

Trust Account means the \$A denominates trust account with an authorised deposit-taking institution (as defined in the *Banking Act 1959* (Cth)) operated by or on behalf of the Target to hold the Scheme Consideration on trust for the purpose of paying the Scheme Consideration to the Scheme Shareholders in accordance with clause 6.2 of this Scheme.

Unclaimed Money Act means the *Unclaimed Money Act 2008* (Vic).

1.2 General interpretation

Headings and labels used for definitions are for convenience only and do not affect interpretation. Unless the contrary intention appears, in this document:

- (a) the singular includes the plural and vice versa;
- (b) a reference to a document includes any agreement or other legally enforceable arrangement created by it (whether the document is in the form of an agreement, deed or otherwise);
- (c) a reference to a document also includes any variation, replacement or novation of it;
- (d) the meaning of general words is not limited by specific examples introduced by "including", "for example", "such as" or similar expressions;
- (e) a reference to "**person**" includes an individual, a body corporate, a partnership, a joint venture, an unincorporated association and an authority or any other entity or organisation;

- (f) a reference to a particular person includes the person's executors, administrators, successors, substitutes (including persons taking by novation) and assigns;
- (g) a reference to a time of day is a reference to time in Melbourne, Australia;
- (h) a reference to dollars, \$ or A\$ is a reference to the currency of Australia;
- (i) a reference to any legislation includes regulations under it and any consolidations, amendments, re-enactments or replacements of any of them;
- (j) a reference to a group of persons is a reference to any 2 or more of them jointly and to each of them individually;
- (k) a reference to any thing (including an amount) is a reference to the whole and each part of it;
- (l) a period of time starting from a given day or the day of an act or event, is to be calculated exclusive of that day;
- (m) if a party must do something under this document on or by a given day and it is done after 5.00 pm on that day, it is taken to be done on the next day; and
- (n) if the day on which a party must do something under this document is not a Business Day, the party must do it on the next Business Day.

2. Preliminary

2.1 Target

- (a) The Target is:
 - (i) a public company limited by shares;
 - (ii) incorporated in Australia and registered in New South Wales; and
 - (iii) admitted to the official list of the ASX and the Target Shares are officially quoted for trading on the stock market conducted by ASX.
- (b) As at the date of the Scheme Implementation Agreement, the Target's issued securities are:
 - (i) 122,088,112 Target Shares; and
 - (ii) 13,767,171 Target Performance Rights.

2.2 Bidder

The Bidder is:

- (a) a company limited by shares; and
- (b) incorporated in Australia and registered in New South Wales.

2.3 If Scheme becomes Effective

- (a) If this Scheme becomes Effective:
- (i) in consideration of the transfer of each Scheme Share to the Bidder, the Bidder must provide or procure the provision of the Scheme Consideration to each Scheme Shareholder in accordance with the terms of this Scheme and the Deed Poll;
 - (ii) all the Scheme Shares, and all rights and entitlements attaching to them as at the Implementation Date, must be transferred to the Bidder on the Implementation Date; and
 - (iii) the Target will enter the name of the Bidder in the Register in respect of all Scheme Shares transferred to the Bidder in accordance with the terms of this Scheme.

3. Conditions Precedent**3.1 Conditions precedent to Scheme**

This Scheme is conditional on, and will have no force or effect until, the satisfaction of each of the following conditions precedent:

- (a) as at 8.00am on the Second Court Date, neither the Scheme Implementation Agreement nor the Deed Poll having been terminated in accordance with their terms;
- (b) all of the conditions precedent in clause 3.1 of the Scheme Implementation Agreement having been satisfied, or waived (other than the conditions precedent in items (b), (c) and (e)), in accordance with the terms of the Scheme Implementation Agreement;
- (c) the Court having approved this Scheme, with or without any modification or condition, pursuant to section 411(4)(b) of the Corporations Act, and if applicable, the Target and the Bidder having accepted in writing any modification or condition made or required by the Court under section 411(6) of the Corporations Act;
- (d) subject to clause 10.2, such other conditions made or required by the Court under section 411(6) of the Corporations Act in relation to this Scheme and agreed to by the Bidder and the Target having been satisfied or waived; and
- (e) the coming into effect, pursuant to section 411(10) of the Corporations Act, of the orders of the Court made under section 411(4)(b) of the Corporations Act (and, if applicable, section 411(6) of the Corporations Act) in relation to this Scheme on or before the End Date (or any later date the Target and the Bidder agree in writing in accordance with the Scheme Implementation Agreement).

3.2 Conditions precedent and operation of clause 5

The satisfaction of each condition of clause 3.1 of this Scheme is a condition precedent to the operation of clause 5 of this Scheme (other than, in respect of clause 5.1 of this Scheme only, the condition precedent in clause 3.1(e) of this Scheme).

3.3 Certificate in relation to conditions precedent

- (a) Before 8.00am on the Second Court Date, the Target and the Bidder each must provide to the Court a certificate signed by a duly authorised representative (or such

other evidence as the Court requests) confirming (in respect of matters within their knowledge) whether or not the conditions precedent set out in clause 3.1(a) and clause 3.1(b) of this Scheme have been satisfied or waived.

- (b) A certificate referred to in clause 3.3(a) constitutes conclusive evidence (in the absence of manifest error) that the conditions precedent referred to in clauses 3.1(a) and clause 3.1(b) of this Scheme were satisfied or waived as at 8.00am on the Second Court Date.

4. Scheme

4.1 Effective Date

Subject to clause 4.2 this Scheme will come into effect pursuant to section 411(10) of the Corporations Act on and from the Effective Date.

4.2 End Date

Unless the Target and the Bidder otherwise agree in writing (and, if required, as approved by the Court), this Scheme will lapse and be of no further force or effect if:

- (a) the Effective Date does not occur on or before the End Date; or
- (b) the Scheme Implementation Agreement or the Deed Poll is terminated in accordance with its terms before the Scheme becomes Effective.

5. Implementation of Scheme

5.1 Lodgement of Court orders with ASIC

If the conditions precedent set out in clause 3.1 of this Scheme (other than the condition precedent in clause 3.1(e) of this Scheme) are satisfied, the Target must lodge with ASIC in accordance with section 411(10) of the Corporations Act an office copy of the Court order approving this Scheme as soon as possible, and in any event by no later than 5.00pm on the first Business Day after the day on which the office copy of the Court order was received by the Target (or any later date agreed in writing between the Bidder and the Target).

5.2 Transfer and registration of Scheme Shares

On the Implementation Date, but subject to the provision of the Scheme Consideration for the Scheme Shares in the manner contemplated by clauses 6.1 to 6.2 of this Scheme:

- (a) the Scheme Shares, together with all rights and entitlements attaching to the Scheme Shares as at the Implementation Date, must be transferred to the Bidder without the need for any further act by any Scheme Shareholder (other than acts performed by the Target as attorney and agent for the Scheme Shareholders under clause 8 of this Scheme) by:
 - (i) the Target delivering to the Bidder a duly completed and executed Share Scheme Transfer executed on behalf of the Scheme Participants; and
 - (ii) the Bidder duly executing the Share Scheme Transfer and delivering it to the Target for registration; and
- (b) immediately following receipt of the duly executed Share Scheme Transfer, but subject to the stamping of the Share Scheme Transfer (if required), the Target must

enter, or procure the entry of, the name of the Bidder in the Register in respect of all of the Scheme Shares transferred to the Bidder in accordance with this Scheme.

5.3 Entitlement to Scheme Consideration

On the Implementation Date, in consideration for the transfer to the Bidder of all of the Scheme Shares, each Scheme Participant will be entitled to receive the Scheme Consideration in respect of each of their Scheme Shares in accordance with clause 6 of this Scheme.

5.4 Title and rights in Scheme Shares

- (a) Subject to the provision of the Scheme Consideration for the Scheme Shares as contemplated by clause 6 of this Scheme, on and from the Implementation Date, the Bidder will be beneficially entitled to the Scheme Shares to be transferred to it under the Scheme pending registration by the Target of the Bidder in the Register as the holder of the Scheme Shares.
- (b) To the extent permitted by law, the Scheme Shares (including all rights and entitlements attaching to the Scheme Shares) transferred under this Scheme to the Bidder will, at the time of transfer, vest in the Bidder free from all Encumbrances and interests of third parties of any kind, whether legal or otherwise, and free from any restrictions on transfer of any kind.

5.5 Scheme Shareholders' agreements

Under this Scheme, each Scheme Shareholder, without the need for any further act by the Scheme Shareholder:

- (a) irrevocably agrees to the transfer of their Scheme Shares, together with all rights and entitlements attaching to those Scheme Shares, to the Bidder in accordance with the terms of this Scheme;
- (b) agrees to the variation, cancellation or modification of the rights attached to its Target Shares constituted by, or resulting from, this Scheme;
- (c) agrees to, on the direction of the Bidder, destroy any holding statements or share certificates relating to its Target Shares;
- (d) who holds its Target Shares in a CHESS Holding (as defined in the Settlement Rules) agrees to the conversion of those Target Shares to an Issuer Sponsored Holding (as defined in the Settlement Rules), and irrevocably authorises the Bidder to do anything necessary, expedient or incidental (whether required by the Settlement Rules or otherwise) to effect or facilitate that conversion;
- (e) acknowledges that this Scheme binds the Target and all Scheme Shareholders (including those who do not attend the Scheme Meeting and those who do not vote, or vote against this Scheme, at the Scheme Meeting) and to the extent of any inconsistency and to the extent permitted by law, overrides the constitution of the Target; and
- (f) irrevocably consents to Bidder and Target doing all things and executing all deeds, instruments, transfers or other documents as may be necessary, incidental or expedient to the implementation and performance of this Scheme.

5.6 Warranty by Scheme Shareholders

- (a) Each Scheme Shareholder is deemed to have warranted to the Target and the Bidder on the Implementation Date, and deemed to have appointed and authorised the Target as its agent and attorney to warrant to the Bidder on the Implementation Date, that:
- (i) all their Scheme Shares (including any rights and entitlements attaching to those shares) which are transferred to the Bidder under this Scheme will, as at the date of the transfer, be fully paid and free from all Encumbrances or any other third party interest or restrictions on transfer of any kind;
 - (ii) they have full power and capacity to sell and to transfer their Target Shares (including any rights and entitlements attaching to those shares) to the Bidder under the Scheme; and
 - (iii) they have no existing right to be issued any Target Shares, Target Performance Rights, or any other Target equity securities.
- (b) Target undertakes that it will provide the warranty in clause 5.6(a) to Bidder as agent and attorney for each Scheme Shareholder.

5.7 Appointment of the Bidder as sole proxy

- (a) Subject to the provision of the Scheme Consideration for the Scheme Shares as contemplated by clauses 5.2 and 6.2 of this Scheme, on and from the Implementation Date until the Target registers the Bidder as the holder of all of the Scheme Shares in the Register, each Scheme Shareholder:
- (i) is deemed to have irrevocably appointed the Bidder as attorney and agent (and directs the Bidder in such capacity) to appoint any director, officer, secretary or agent nominated by the Bidder in writing, as its sole proxy and, where applicable, corporate representative to attend shareholders' meetings, exercise the votes attaching to the Scheme Shares registered in its name and sign any shareholders' resolution or document;
 - (ii) must not attend or vote at any of those meetings or sign any resolutions, whether in person, by proxy or by corporate representative (other than pursuant to clause 5.7(a)(i));
 - (iii) must take all other actions in the capacity of the registered holder of the Scheme Shares as the Bidder reasonably directs; and
 - (iv) acknowledges and agrees that in exercising the powers referred to in clause 5.7(a), Bidder and any director, officer, secretary or agent nominated by Bidder under clause 5.7(a) may act in the best interests of Bidder as the intended registered holder of the Scheme Shares.

6. Scheme Consideration

6.1 Provision of Scheme Consideration

The Bidder must, and the Target must use its best endeavours to procure that the Bidder does, by no later than one Business Day before the Implementation Date, deposit (or procure the deposit) in Immediately Available Funds the aggregate amount of the Scheme Consideration payable to all Scheme Shareholders into the Trust Account (provided that any

interest on the amounts deposited (less bank fees and other charges) will be credited to the Bidder's account).

6.2 Payment of Scheme Consideration

- (a) On the Implementation Date, subject to receipt of the funds from the Bidder in accordance with clause 6.1 of this Scheme, the Target must pay, or procure the payment of, from the Trust Account to each Scheme Participant an amount equal to the Scheme Consideration for each Share Scheme transferred by that Scheme Participant under this Scheme.
- (b) The obligations of the Target under clause 6.2(a) will be satisfied by the Target (in its absolute discretion and despite any election referred to in clause 6.2(b)(i) or authority referred to in clause 6.2(b)(ii) made or given by the Scheme Shareholder):
 - (i) paying, or procuring the payment of, the relevant amount in Australian currency by electronic means to a bank account nominated by the Scheme Participant, where the Scheme Shareholder has made a valid election prior to the Record Date in accordance with the requirements of the Registry to receive dividend payments from the Target by electronic funds transfer to that bank account;
 - (ii) paying, or procuring the payment of, the relevant amount in Australian currency by electronic means to a bank account nominated by the Scheme Shareholder by an appropriate authority from the Scheme Shareholder to the Target; or
 - (iii) dispatching, or procuring the dispatch of, a cheque drawn on an Australian bank for the relevant amount in Australian currency to each Scheme Shareholder by pre-paid ordinary post (or, if the address of the Scheme Shareholder in the Register is outside Australia, by prepaid airmail post) to their Registered Address, such cheque being drawn in the name of the Scheme Shareholder (or in the case of joint holders, in accordance with the procedures set out in clause 6.6).
- (c) The Scheme Consideration payable to each Scheme Shareholder with a registered address in New Zealand will be paid to a bank account nominated by that Scheme Shareholder in the manner contemplated by 6.2(b)(i) or 6.2(b)(ii) or other appropriate authority from the Scheme Shareholder to the Target. If a Scheme Shareholder with a registered address in New Zealand has not nominated a bank account for receipt of payments, the Target may hold payment of the Scheme Consideration owed to that Scheme Shareholder until a valid bank account has been nominated by an appropriate authority from the Scheme Shareholder to the Target.
- (d) If, following satisfaction of the Target's obligations under clause 6.2(a), there is a surplus in the amount held by the Target as trustee for the Scheme Shareholders in the Trust Account, that surplus must be paid by the Target to the Bidder.
- (e) If the Bidder is required by Subdivision 14-D of Schedule 1 to the *Taxation Administration Act 1953* (Cth) to pay amounts to the Australian Tax Office (ATO) in respect of the acquisition of the Target Shares from certain Scheme Shareholders, the Bidder is entitled to deduct the relevant amounts from the payment of the Scheme Consideration to those Scheme Shareholders in accordance with the Scheme Implementation Agreement and remit those amounts to the ATO. The Bidder will not be obliged to increase the aggregate sum paid to Scheme Shareholders by the amount of the deduction and the net aggregate sum payable to those Scheme

Shareholders should be taken to be in full and final satisfaction of amounts owing to those Scheme Shareholders. The Bidder must pay any amount to the ATO in the time permitted by law and, if requested in writing by the relevant Scheme Shareholder, provide a receipt or other appropriate evidence of such payment (or procure the provision of such receipt or other evidence) to the relevant Scheme Shareholder.

6.3 Unclaimed monies

- (a) The Target may cancel a cheque issued under clause 6.2 of this Scheme if the cheque:
 - (i) is returned to the Target; or
 - (ii) has not been presented for payment within 6 months after the date on which the cheque was sent.
- (b) During the period of 1 year commencing on the Implementation Date, on request from a Scheme Shareholder, the Target must reissue a cheque that was previously cancelled under this clause 6.3 (which request must not be made until the date that is 20 Business Days after the Implementation Date).
- (c) The Unclaimed Money Act will apply in relation to any Scheme Consideration which becomes "unclaimed money" (as defined in section 3 of the Unclaimed Money Act). Any interest or other benefit accruing from the unclaimed Scheme Consideration (less bank fees and other charges) will be to the benefit of the Bidder.
- (d) If:
 - (i) a Scheme Shareholder does not have a Registered Address and no account has been notified in accordance with clause 6.2(b)(i) or a deposit into such account is rejected or refunded; or
 - (ii) a cheque issued under clause 6.2 has been cancelled in accordance with clause 6.3(a)(i),

the Target as the trustee for the Scheme Shareholders may credit the amount payable to the relevant Scheme Shareholder to a separate bank account of the Target (**Separate Account**) to be held until the Scheme Shareholder claims the amount or the amount is dealt with under the Unclaimed Money Act. If the amount is not credited to a Separate Account, the amount will continue to be held in the Trust Account until the Scheme Shareholder claims the amount or the amount is dealt with under the Unclaimed Money Act. Until such time as the amount is dealt with under the Unclaimed Money Act, the Target must hold the amount on trust for the relevant Scheme Shareholder, but any interest or other benefit accruing from the amount (less bank fees and other charges) will be to the benefit of the Bidder. An amount credited to the Separate Account or the Trust Account (as applicable) is to be treated as having been paid to the relevant Scheme Shareholder when credited to the Separate Account or the Trust Account (as applicable). The Target must maintain records of the amounts paid, the people who are entitled to the amount and any transfers of the amounts.

6.4 Fractional entitlements and splitting

Where the calculation of the Scheme Consideration to be issued to a particular Scheme Shareholder would result in the Scheme Shareholder becoming entitled to a fraction of a cent, the fractional entitlement will be rounded up or down (as applicable) to the nearest whole cent.

6.5 Orders of a court or Regulatory Authority

In the case of notice having been given to the Target (or the Registry) of an order made by or a requirement of a court of competent jurisdiction or other Regulatory Authority:

- (a) which requires payment to a third party of a sum in respect of Scheme Shares held by a particular Scheme Shareholder, which would otherwise be payable to that Scheme Shareholder in accordance with clause 6.2 of this Scheme, then the Target must procure that payment is made in accordance with that order or otherwise by law; or
- (b) which would prevent the Target from dispatching payment to any particular Scheme Shareholder in accordance with clause 6.2 of this Scheme, or the payment is otherwise prohibited by applicable law, the Target will retain an amount, in Australian dollars, equal to the number of Scheme Shares held by that Scheme Shareholder multiplied by the Scheme Consideration until such time as payment in accordance with clause 6.2 of this Scheme is permitted by that order or otherwise by law.

6.6 Joint holders

In the case of Scheme Shares held in joint names:

- (a) subject to clause 6.2(b), the Scheme Consideration is payable to the joint holders of those Scheme Shares and any bank cheque required to be sent to those Scheme Shareholders under this Scheme will be made payable to the joint holders and sent to either, at the sole discretion of the Target, the holder whose name appears first in the Register as at the Record Date or to the joint holders (unless the joint holders have nominated a bank account under clauses 6.2(b)(i) or 6.2(b)(ii), in which case the amount must be deposited directly to the nominated bank account of the joint holders); and
- (b) any other document required to be sent under this Scheme will be forwarded to either, at the sole discretion of the Target, the holder whose name appears first in the Register as at the Record Date or to the joint holders.

7. Dealings in Scheme Shares**7.1 Determination of Scheme Shareholders**

To establish the identity of the Scheme Shareholders, dealings in Target Shares will only be recognised by the Target if:

- (a) in the case of dealings of the type to be effected using CHESS, the transferee is registered in the Register as the holder of the relevant Target Shares on or before the Record Date; and
- (b) in all other cases, registrable transmission applications or transfers in registrable form in respect of those dealings are received on or before the Record Date at the place where the Register is kept.

7.2 Register

The Target must register any registrable transmission applications or transfers of the Scheme Shares received in accordance with clause 7.1(b) of this Scheme on or before the Record Date.

7.3 No disposals after Record Date

- (a) If this Scheme becomes Effective, a holder of Scheme Shares (and any person claiming through that holder) must not dispose of or purport or agree to dispose of any Scheme Shares or any interest in them after the Record Date in any way except as set out in this Scheme, and any attempt to do so will have no effect and the Target will be entitled to disregard any such disposal.
- (b) The Target will not accept for registration or recognise for any purpose any transmission, application or transfer in respect of the Scheme Shares received after the Record Date (except a transfer to the Bidder pursuant to this Scheme and any subsequent transfer by the Bidder or its successors in title).

7.4 Maintenance of Target Register

For the purpose of determining entitlements to the Scheme Consideration, the Target must maintain the Register in accordance with the provisions of this clause 7 until the Scheme Consideration has been paid to the Scheme Shareholders and the Bidder has been entered in the Register as the holder of all the Scheme Shares. The Register in this form will solely determine entitlements to the Scheme Consideration.

7.5 Effect of certificates and holding statements

Subject to provision of the Scheme Consideration and registration of the transfer to the Bidder contemplated in clauses 5.2 and 7.4 of this Scheme, any statements of holding in respect of Scheme Shares will cease to have effect after the Record Date as documents of title in respect of those shares (other than statements of holding in favour of the Bidder and its successors in title). After the Record Date, each entry current on the Register as at the Record Date (other than entries in respect of the Bidder or its successors in title) will cease to have effect except as evidence of entitlement to the Scheme Consideration.

7.6 Details of Scheme Shareholders

Within 1 Business Day after the Record Date, the Target will ensure that details of the names, Registered Addresses and holdings of Scheme Shares for each Scheme Shareholder, as shown in the Register at the Record Date are available to the Bidder in such form as the Bidder reasonably requires.

7.7 Quotation of Target Shares

The Target must apply to ASX to suspend trading on ASX of the Target Shares with effect from the close of trading on the Effective Date.

7.8 Termination of quotation of Target Shares

On a date after the Implementation Date to be determined by the Bidder, the Target must apply:

- (a) for termination of the official quotation of Target Shares on ASX; and
- (b) to have itself removed from the official list of the ASX.

8. Appointment of the Target as attorney for implementation of Scheme

Each Scheme Shareholder, without the need for any further act by any Scheme Shareholder, irrevocably appoints the Target and each of its directors, officers and secretaries (jointly and each of them severally) as its attorney and agent for the purpose of:

- (a) on and from the Effective Date, executing any document or doing or taking any other act necessary, desirable or expedient, or incidental to give effect to this Scheme and the transactions contemplated by it including (without limitation) executing and delivering any Share Scheme Transfer; and
- (b) on and from the Effective Date, enforcing the Deed Poll against the Bidder, and the Target undertakes in favour of each Scheme Shareholder that it will enforce the Deed Poll against the Bidder on behalf of, and as agent and attorney of, each Scheme Shareholder,

and the Target accepts such appointment. The Target, as attorney and agent of each Scheme Shareholder, may sub-delegate any of its functions, authorities or powers under this clause 8 to all or any of its directors, officers, secretaries or employees (jointly, severally or jointly and severally).

9. Binding effect of Scheme

This Scheme binds the Target and all of the Scheme Shareholders (including those who did not attend the Scheme Meeting to vote on this Scheme, did not vote at the Scheme Meeting, or voted against this Scheme at the Scheme Meeting) and, to the extent of any inconsistency, overrides the constitution of Target.

10. General

10.1 Notices

- (a) If a notice, transfer, transmission application, direction or other communication referred to in this Scheme is sent by post to the Target, it will not be taken to be received in the ordinary course of post or on a date and time other than the date and time (if any) on which it is actually received at the Target's registered office or at the office of the Registry.
- (b) The accidental omission to give notice of the Scheme Meeting or the non-receipt of such notice by a Scheme Shareholder will not, unless so ordered by the Court, invalidate the Scheme Meeting or the proceedings of the Scheme Meeting.

10.2 Variations, alterations and conditions

If the Court proposes to approve this Scheme subject to any alterations or conditions:

- (a) the Target may, with the prior written consent of the Bidder, by its counsel or solicitor, consent on behalf of all persons concerned to those variations, alterations or conditions to this Scheme; and
- (b) each Scheme Shareholder agrees to any such variations, alterations or conditions to this Scheme which the Target has consented to in accordance with clause 10.2(a).

10.3 Consent

Each of the Scheme Shareholders consents to Target doing all things necessary or incidental to, or to give effect to, the implementation of this Scheme, whether on behalf of the Scheme Shareholders, Target or otherwise.

10.4 No liability when acting in good faith

Each Scheme Shareholder agrees that neither the Target nor the Bidder, nor any of their respective directors, officers, secretaries or employees, will be liable for anything done or omitted to be done in the performance of this Scheme or the Deed Poll in good faith.

10.5 Stamp duty

The Bidder will:

- (a) pay all stamp duty and any related fines, penalties and interest payable in respect of this Scheme and the Deed Poll, the performance of the Deed Poll, and each transaction effected by or made under this Scheme and the Deed Poll; and
- (b) indemnify each Share Shareholder against any liability arising from failure to comply with clause 10.5(a),

subject to and in accordance with clause 7 of the Deed Poll.

10.6 Further action

The Target must do all things and execute all documents reasonably necessary to give full effect to this Scheme and the transactions contemplated by it.

11. Governing law

11.1 Governing law and jurisdiction

- (a) The law in force in Victoria governs this document. The parties submit to the non-exclusive jurisdiction of the courts of Victoria, Australia.
- (b) The parties irrevocably submit to the non-exclusive jurisdiction of courts exercising jurisdiction in Victoria and courts of appeal from them in respect of any proceedings arising out of or in connection with this Scheme. The parties irrevocably waive any objection to the venue of any legal process in these courts on the basis that the process has been brought in an inconvenient forum.



Deed Poll

Given by

Darwin Aus Bidco Pty Ltd
(ACN 689 123 153)

and

Hasfarm Holdings Limited
(Company Number 1507627)

in favour of

Each person registered as a holder of fully paid ordinary shares in Lynch Group Holdings Limited (ACN 608 543 219) (**Target**) as at the Record Date (**Scheme Shareholders**)

Table of Contents

1.	Definitions and interpretation	3
1.1	<i>Definitions</i>	3
1.2	<i>General interpretation</i>	4
1.3	<i>Nature of deed poll</i>	4
2.	Conditions precedent and termination	4
2.1	<i>Conditions precedent</i>	4
2.2	<i>Termination</i>	4
2.3	<i>Consequences of termination</i>	5
3.	Scheme obligations	5
4.	Representations and warranties	5
5.	Continuing obligations	6
6.	Stamp duty and registration fees	6
7.	Notices and other communications	6
7.1	<i>Form</i>	6
7.2	<i>Delivery</i>	6
7.3	<i>When effective</i>	7
7.4	<i>When taken to be received</i>	7
7.5	<i>Receipt outside business hours</i>	7
8.	General	7
8.1	<i>Variation</i>	7
8.2	<i>Partial exercising of rights</i>	7
8.3	<i>No waiver</i>	8
8.4	<i>Remedies cumulative</i>	8
8.5	<i>Assignment or other dealings</i>	8
8.6	<i>Further steps</i>	8
8.7	<i>Joint and several obligations</i>	8
9.	Governing law and jurisdiction	8
9.1	<i>Governing law and jurisdiction</i>	8



Date: 14 October 2025

Parties

Bidder	Name	Darwin Aus Bidco Pty Ltd
	ACN	689 123 153
	Formed in	New South Wales, Australia
	Address	C/- TPG Capital (Australia) Pty Ltd, Level 38, South Tower, 80 Collins Street, Melbourne VIC 3000, Australia,
	Email	[REDACTED] With a copy to (which will not constitute notice): david.clee@cliffordchance.com ; and andrew.crook@cliffordchance.com
	Attention	[REDACTED]
Bidder Guarantor	Name	Hasfarm Holdings Limited
	Formed in	British Virgin Islands, Company Number 1507627
	Address	2505 Kinwick Centre, 32 Hollywood Road, Central, Hong Kong
	Email	[REDACTED] With a copy to (which will not constitute notice): david.clee@cliffordchance.com ; and andrew.crook@cliffordchance.com
	Attention	[REDACTED]
In favour of	Each registered holder of fully paid ordinary shares in the Target as at the Record Date.	

Background

- A. The Target, the Bidder and the Bidder Guarantor have entered into the Scheme Implementation Agreement.
- B. In the Scheme Implementation Agreement, the Bidder and the Bidder Guarantor agreed to make this deed poll.
- C. The Bidder and the Bidder Guarantor are making this deed poll for the purpose of covenanting in favour of the Scheme Shareholders to perform the actions and obligations attributed to the Bidder under the Scheme and the Scheme Implementation Agreement.

Operative provisions

1. Definitions and interpretation

1.1 Definitions

- (a) The meanings of the terms used in this document are set out below:
 - (i) **Authorised Officer** means a director or secretary of a party or any other person nominated by a party to act as an Authorised Officer for the purposes of this document.

- (ii) **Scheme** means the proposed scheme of arrangement under Part 5.1 of the Corporations Act between the Target and the Scheme Shareholders under which all the Scheme Shares will be transferred to the Bidder, substantially in the form of Annexure A to this document, or as otherwise agreed in writing by the Bidder and the Target, subject to any alterations or conditions made or required by the Court pursuant to section 411(6) of the Corporations Act to the extent they are approved in writing by the Target and the Bidder.
- (iii) **Scheme Implementation Agreement** means the Scheme Implementation Agreement dated 20 August 2025 between the Target, the Bidder and the Bidder Guarantor under which, amongst other things, the Target has agreed to propose the Scheme to the Target Shareholders, and each of the Bidder and the Target has agreed to take certain steps to implement the Scheme.
- (iv) **Scheme Shareholder** means each person registered as a holder of fully paid ordinary shares in the Target as at the Record Date.
- (v) **Target** means Lynch Group Holdings Limited (ACN 608 543 219).
- (b) Unless otherwise defined in this document, terms defined in the Scheme have the same meaning when used in this document.

1.2 General interpretation

Clause 1.2 of the Scheme applies to this document.

1.3 Nature of deed poll

The Bidder and the Bidder Guarantor acknowledge that:

- (a) this document may be relied on and enforced by any Scheme Shareholder in accordance with its terms even though the Scheme Shareholders are not a party to it; and
- (b) under the Scheme, each Scheme Shareholder irrevocably appoints the Target and each of its directors, officers and secretaries (jointly and individually) as its agent and attorney to enforce this deed against the Bidder and the Bidder Guarantor.

2. Conditions precedent and termination

2.1 Conditions precedent

This document and the obligations of the Bidder and the Bidder Guarantor under this document are subject to the Scheme becoming Effective.

2.2 Termination

The Bidder's and the Bidder Guarantor's obligations under this document will automatically terminate and the terms of this document will be of no force or effect if:

- (a) the Scheme is not Effective on or before the End Date; or
- (b) the Scheme Implementation Agreement is terminated in accordance with its terms before the Scheme becomes Effective.

unless the Target, the Bidder and the Bidder Guarantor otherwise agree in writing (and, if required, as approved by the Court).

2.3 Consequences of termination

If this document terminates under clause 2.2, in addition and without prejudice to any other rights, powers or remedies available to Scheme Shareholders:

- (a) the Bidder and the Bidder Guarantor are each released from their obligations to further perform this document; and
- (b) each Scheme Shareholder retains the rights, powers or remedies they have against the Bidder and/or the Bidder Guarantor in respect of any breach of this document which occurred before it was terminated.

3. Scheme obligations

Subject to clause 2, the Bidder undertakes in favour of each Scheme Shareholder to, and the Bidder Guarantor undertakes in favour of each Scheme Shareholder to unconditionally and irrevocably guarantee the obligation of the Bidder to:

- (a) deposit (or procure the deposit of), in Immediately Available Funds by no later than one Business Day before the Implementation Date, an amount equal to the aggregate amount of the Scheme Consideration payable to all Scheme Shareholders into the Trust Account (provided that any interest on the amounts deposited (less bank fees and other charges) will be credited to the Bidder's account); and
- (b) undertake all other actions, and give each acknowledgement, representation and warranty (if any), attributed to it under the Scheme,

subject to and in accordance with the terms of the Scheme.

4. Representations and warranties

The Bidder and the Bidder Guarantor each represents and warrants that:

- (a) **(status)** it has been incorporated or formed in accordance with the laws of its place of incorporation or formation, is validly existing under those laws and has power and authority to own its assets and carry on its business as it is now being conducted;
- (b) **(power)** it has power to enter into this document, to comply with its obligations under it and exercise its rights under it;
- (c) **(no contravention)** the entry by it into, and its compliance with its obligations and the exercise of its rights under, this document do not and will not conflict with:
 - (i) its constituent documents or cause a limitation on its powers or the powers of its directors to be exceeded;
 - (ii) any law binding on or applicable to it or its assets; or
 - (iii) any Encumbrance or material document binding on or applicable to it;
- (d) **(authorisations)** it has in full force and effect each authorisation necessary for it to enter into this document, to comply with its obligations and exercise its rights under it, and to allow them to be enforced;
- (e) **(validity of obligations)** its obligations and covenants under this document are valid and binding on it and are enforceable against it in accordance with its terms; and

- (f) (solvency) it is not Insolvent (as that term is defined in the Scheme Implementation Agreement).

5. Continuing obligations

This document is irrevocable and, subject to clause 2, remains in full force and effect until:

- (a) the Bidder and the Bidder Guarantor have fully performed their obligations under this document; or
- (b) the earlier termination of this document under clause 2.2.

6. Stamp duty and registration fees

The Bidder must (and the Bidder Guarantor unconditionally and irrevocably guarantees the obligation of the Bidder to):

- (a) pay or reimburse all stamp duty, registration fees and similar taxes payable or assessed as being payable in connection with this document or any other transaction contemplated by this document (including any fees, fines, penalties and interest in connection with any of these amounts) (**Duty**); and
- (b) indemnify each Scheme Shareholder against, and agrees to reimburse and compensate each Scheme Shareholder for, any liability in respect of Duty.

7. Notices and other communications

7.1 Form

- (a) Unless this document expressly states otherwise, all notices, demands, certificates, consents, approvals, waivers and other communications in connection with this document must be in writing and signed by the sender (if an individual) or an Authorised Officer of the sender.
- (b) All communications (other than email communications) must also be marked for the attention of the person referred to in the Parties (or, if the recipient has notified otherwise, then marked for attention in the way last notified).
- (c) Email communications must state the first and last name of the sender and are taken to be signed by the named sender.

7.2 Delivery

Communications must be:

- (a) left at the address referred to in the Parties;
- (b) sent by regular ordinary post (airmail if appropriate) to the address referred to in the Parties; or
- (c) sent by email to the address referred to in the Parties.

If the intended recipient has notified changed contact details, then communications must be sent to the changed contact details.

7.3 When effective

Communications take effect from the time they are received or taken to be received under clause 7.4 (whichever happens first) unless a later time is specified in the communication.

7.4 When taken to be received

Communications are taken to be received:

- (a) if sent by post, 6 Business Days after posting (or 10 days after posting if sent from one country to another); or
- (b) if sent by email:
 - (i) when the sender receives an automated message confirming delivery; or
 - (ii) 4 hours after the time sent (as recorded on the device from which the sender sent the email) unless the sender receives an automated message that delivery failed,

whichever happens first.

7.5 Receipt outside business hours

Despite anything else in this clause 7, if communications are received or taken to be received under clause 7.4 after 5.00pm on a Business Day or on a non-Business Day, they are taken to be received at 9.00am on the next Business Day. For the purposes of this clause, the place in the definition of Business Day is taken to be the place specified in the Parties as the address of the recipient and the time of receipt is the time in that place.

8. General**8.1 Variation**

A provision of this document or any right created under it may not be varied, altered or otherwise amended unless:

- (a) if the variation occurs before the First Court Date (as that term is defined in the Scheme Implementation Agreement) the variation is agreed to by the Target, the Bidder and the Bidder Guarantor in writing; and
- (b) if the variation occurs on or after the First Court Date (as that term is defined in the Scheme Implementation Agreement), the variation is agreed to by the Target, the Bidder and the Bidder Guarantor in writing and the Court indicates (either at the hearing on the First Court Date, or at an interlocutory hearing or the hearing on the Second Court Date) that the variation, alteration or amendment would not itself preclude approval of the Scheme,

in which event the Bidder and the Bidder Guarantor must enter into a further deed poll in favour of the Scheme Participants giving effect to the variation, alteration or amendment.

8.2 Partial exercising of rights

Unless this document expressly states otherwise, if the Bidder or the Bidder Guarantor does not exercise a right, power or remedy in connection with this document fully or at a given time, it may still exercise it later.

8.3 No waiver

- (a) A provision of this document, or any right, power or remedy created under it may not be varied or waived except in writing and signed by the party granting the waiver.
- (b) No failure to exercise, nor any delay in exercising, any right, power or remedy by the Bidder, the Bidder Guarantor or by any Scheme Shareholder operates as a waiver. A waiver of any right, power or remedy on one or more occasions does not operate as a waiver of that right, power or remedy on any other occasion, or of any other right, power or remedy.

8.4 Remedies cumulative

The rights, powers and remedies of the Bidder, the Bidder Guarantor and the Scheme Shareholders under this document are cumulative and do not exclude any other rights, powers or remedies provided by law independently of this document.

8.5 Assignment or other dealings

- (a) The rights created by this document are personal to the Bidder, the Bidder Guarantor and each Scheme Shareholder and must not be dealt with or assigned at law or in equity without the prior consent of the Bidder, the Bidder Guarantor and the Target.
- (b) Any purported dealing in contravention of this clause 8.5 is invalid.

8.6 Further steps

The Bidder and the Bidder Guarantor must, at their own expense, do all things including execute all documents necessary or expedient to give full effect to this document and the transactions contemplated by it.

8.7 Joint and several obligations

The Bidder and the Bidder Guarantor are jointly and severally liable for each obligation imposed on both of them by the terms of this document.

9. Governing law and jurisdiction

9.1 Governing law and jurisdiction

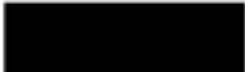
- (a) The law in force in Victoria governs this document.
- (b) The Bidder and the Bidder Guarantor irrevocably:
 - (i) submit to the non-exclusive jurisdiction of courts exercising jurisdiction in Victoria and courts of appeal from them in respect of any proceedings arising out of or in connection with this Scheme; and
 - (ii) waive any objection to the venue of any legal process in these courts on the basis that the process has been brought in an inconvenient forum.

EXECUTED as a deed poll

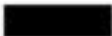
Signed, sealed and delivered by **Darwin Aus**)
Bidco Pty Ltd (ACN 689 123 153) in)
accordance with section 127 of the)
Corporations Act 2001 (Cth) by:)



Signature of director



Signature of director / secretary



Name of director (print)



Name of director / secretary (print)

Signed, sealed and delivered by **Hasfarm**)
Holdings Limited (incorporated in British)
Virgin Islands, Company Number 1507627) in)
accordance with its constituent documents:)



Witness Signature



Signature of authorised person



Witness Name (print)



Name of authorised person (print)

Annexure D: Notice of Scheme Meeting

Lynch Group Holdings Limited ACN 608 543 219 (Lynch)

Notice is hereby given that by an order of the Federal Court of Australia made on Tuesday, 21 October 2025 pursuant to section 411(1) of the Corporations Act 2001 (Cth) (**Corporations Act**) a meeting of the holders of ordinary shares in Lynch (**Lynch Shareholders**) will be held on Friday, 21 November 2025 at 11.00am (AEDT) at the offices of MUFG Pension & Market Services, Liberty Place, Level 41, 161 Castlereagh Street Sydney NSW 2000 (**Scheme Meeting**).

Lynch Shareholders may watch a live webcast of the Scheme Meeting online at https://us02web.zoom.us/webinar/register/WN_mT9VZQa6TPqSQq__Pk_srg. Lynch Shareholders watching online will not be able to participate in the Scheme Meeting, vote, ask questions or make comments via the webcast.

Any changes to the dates and the conduct of the Scheme Meeting will be announced by Lynch to the ASX.

Purpose of Scheme Meeting

The purpose of the Scheme Meeting is to consider and, if thought fit, to agree to a scheme of arrangement (with or without any modifications, alterations or conditions agreed in writing between Lynch and Darwin Aus Bidco Pty Ltd (**Hasfarm Bidco**) and approved by the Court, or any modifications, alterations or conditions as are thought just by the Court to which Lynch and Hasfarm Bidco agree in writing) to be made between Lynch and Lynch's ordinary shareholders (**Scheme**), to effect the acquisition of Lynch by Hasfarm Bidco.

To enable you to make an informed voting decision, further information about the Scheme is set out in the accompanying explanatory statement (for the purposes of section 412(1) of the Corporations Act) which, together with this Notice of Scheme Meeting, forms part of this Scheme Booklet.

Business of the Scheme Meeting

Resolution – Approval of the Scheme of Arrangement (Scheme Resolution)

To consider, and if thought fit, to pass (with or without amendment) the following resolution in accordance with section 411(4)(a)(ii) of the Corporations Act:

"That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth):

- (a) the scheme of arrangement proposed between Lynch Group Holdings Limited ACN 608 543 219 (**Lynch**) and the holders of its fully paid ordinary shares (**Scheme**), the terms of which are contained in and more particularly described in the Scheme Booklet (of which this Notice of Scheme Meeting forms part) is approved (with or without any modifications, alterations or conditions agreed in writing between Lynch and Darwin Aus Bidco Pty Ltd (**Hasfarm Bidco**) and approved by the Court, or any modifications, alterations or conditions as thought just by the Court to which Lynch and Hasfarm Bidco agree in writing); and*
- (b) the directors of Lynch are authorised, subject to the terms of the Scheme Implementation Agreement:*
 - (i) to agree to any modifications, alterations or conditions with Hasfarm Bidco;*
 - (ii) to agree to any modifications, alterations or conditions as are thought just by the Court; and*
 - (iii) subject to approval of the Scheme by the Court, to implement the Scheme with any such modifications, alterations or conditions."*

There are no voting exclusions on this Scheme Resolution.

Chair

The Court has directed that Peter Clare is to act as Chair of the Scheme Meeting (and that, if Peter Clare is unable or unwilling to attend, Elizabeth Hallett is to act as Chair of the Scheme Meeting) and has directed the Chair to report the result of the Scheme Resolution to the Court.

By order of the Court



Steve Wood
Company Secretary, Lynch Group Holdings Limited
21 October 2025

Explanatory notes

1. General

This Notice of Scheme Meeting, including these explanatory notes, relates to the Scheme and should be read in conjunction with the Scheme Booklet of which this notice forms part. The Scheme Booklet contains important information to assist you in determining how to vote on the Scheme Resolution, including the information prescribed by the Corporations Act and the Corporations Regulations.

A copy of the Scheme is set out in Annexure B of the Scheme Booklet.

2. Terminology

Capitalised terms used in this Notice of Scheme Meeting but not defined in it have the same meaning as set out in the Glossary in Section 10 of the Scheme Booklet, unless the context requires otherwise.

3. Shareholder approval by Requisite Majorities

For the proposed Scheme to be binding in accordance with section 411 of the Corporations Act, the Scheme Resolution must be agreed to by:

- (a) unless the Court orders otherwise, a majority in number of Lynch Shareholders present and voting (either in person or by proxy, attorney or, in the case of corporate Lynch Shareholders, body corporate representative) at the Scheme Meeting; and
- (b) at least 75% of the votes cast on the Scheme Resolution (either in person or by proxy, attorney or, in the case of corporate Lynch Shareholders, body corporate representative).

4. Court approval

Under paragraph 411(4)(b) of the Corporations Act, the Scheme (with or without amendment or any alteration or condition required by the Court) is subject to the approval of the Court. If the Scheme Resolution is agreed to by the Requisite Majorities and the other Conditions Precedent to the Scheme (other than approval by the Court) are satisfied or waived (if capable of waiver) by the time required under the Scheme, Lynch intends to apply to the Court for the necessary orders to give effect to the Scheme.

In order for the Scheme to become Effective, it must be approved by the Court and an office copy of the orders of the Court approving the Scheme must be lodged with ASIC.

5. Entitlement to vote

The Court has ordered that, for the purposes of the Scheme Meeting, the time for determining eligibility to vote at the Scheme Meeting is 7.00pm (AEDT) on Wednesday, 19 November 2025. Only those Lynch Shareholders entered on the Lynch Share Register at that time will be entitled to attend and vote at the Scheme Meeting either in person, by proxy or attorney, or in the case of a corporate Lynch Shareholder, by a body corporate representative. Accordingly, transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Scheme Meeting. The remaining comments in these explanatory notes are addressed to Lynch Shareholders entitled to attend and vote at the Scheme Meeting.

6. How to vote

The Scheme Meeting will be held in-person. This means that Lynch Shareholders and their authorised proxies, attorneys and corporate representatives will be able to participate in the Scheme Meeting by attending in person at the offices of MUFG Pension & Market Services, Liberty Place, Level 41, 161 Castlereagh Street Sydney NSW 2000 on Friday, 21 November 2025.

Voting will be conducted by poll.

If you are a Lynch Shareholder entitled to vote at the Scheme Meeting, you may vote by:

- (a) attending and voting in person;
- (b) appointing one or two proxies to attend and vote on your behalf, using the Proxy Form that accompanies the Scheme Booklet;

- (c) appointing an attorney to attend and vote on your behalf, using a duly executed power of attorney; or
- (d) in the case of a body corporate, appointing a body corporate representative to attend the Scheme Meeting and vote on your behalf, using a duly executed certificate of appointment of body corporate representative.

Lynch Shareholders who are unable to, or do not wish to, participate in the Scheme Meeting in person are encouraged to submit a directed proxy vote as early as possible and in any event by 11.00am (AEDT) on Wednesday, 19 November 2025 by completing and submitting the proxy form in accordance with the instructions on that form.

Voting will be open between the commencement of the Scheme Meeting at 11.00am (AEDT) on Friday, 21 November 2025 and the time at which the Chair announces the closure of voting.

7. Attendance

If you or your proxies, attorneys or representative(s) plan to attend the Scheme Meeting, please arrive at the venue at least 30 minutes before the scheduled time for commencement of the Scheme Meeting, so that your shareholding can be checked against the Lynch Share Register, any power of attorney or certificate of appointment of body corporate representative verified, and your attendance noted.

8. Jointly held securities

If you hold Lynch Shares jointly with one or more other persons, only one of you may vote at the Scheme Meeting.

If more than one of you attempts to vote in person at the Scheme Meeting, only the vote of the holder whose name appears first on the Lynch Share Register in respect of the jointly held Lynch Shares will be counted.

See also the comments in paragraph 9.2 below regarding the appointment of a proxy by persons who jointly hold Lynch Shares.

9. Voting

9.1 Voting in person

To vote in person, you must physically attend and vote at the Scheme Meeting held at the offices of MUFG Pension & Market Services, Liberty Place, Level 41, 161 Castlereagh Street Sydney NSW 2000, commencing at 11.00am (AEDT) on Friday, 21 November 2025.

Lynch Shareholders who wish to attend and vote at the Scheme Meeting in person will be admitted and given a voting card at the point of entry to the Scheme Meeting, once they have disclosed their name and address.

9.2 Voting by proxy

You may appoint not more than two proxies to attend and act for you at the Scheme Meeting. To appoint a proxy, you should complete and return the Proxy Form that accompanies the Scheme Booklet in accordance with the instructions on that form. You must deliver the signed and completed Proxy Form to the Lynch Share Registry no later than 11.00am (AEDT) on Wednesday, 19 November 2025 (or, if the Scheme Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Scheme Meeting in relation to the resumed part of the Scheme Meeting) in any of the following ways:

- (a) **online** at <https://au.investorcentre.mpms.mufg.com>. You will need your SRN/HIN No. and postcode to access your holding;
- (b) **by post** in the provided reply paid envelope to the Lynch Share Registry:
Lynch Group Holdings Limited, MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia; or
- (c) **by fax** to the Lynch Share Registry on: +61 2 9287 0309.

Proxy Forms received after this time will be invalid.

A proxy need not be a Lynch Shareholder and may be an individual or a body corporate. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy, as discussed in paragraph 9.4 below.

If a Proxy Form is completed under power of attorney or other authority, the power of attorney or other authority, or a certified copy of the power of attorney or other authority, must accompany the completed Proxy Form unless the power of attorney or other authority has previously been noted by the Lynch Share Registry.

If you wish to appoint a second proxy, a second Proxy Form should be used and you should clearly indicate on the second Proxy Form that it is a second proxy and not a revocation of your first proxy. You can obtain a second Proxy Form from the Lynch Share Registry. Replacement Proxy Forms can also be obtained from the Lynch Share Registry.

If you appoint two proxies, each proxy should be appointed to represent a specified proportion of your voting rights. If you do not specify the proportions in the proxy forms, each proxy may exercise half of your votes with any fractions of votes disregarded.

If you hold Lynch Shares jointly with one or more other persons, in order for your proxy appointment to be valid, each of you must sign the Proxy Form.

You should consider how you wish your proxy to vote. That is, whether you want your proxy to vote 'for' or 'against', or abstain from voting on, the Scheme Resolution, or whether to leave the decision to the proxy after they have considered the matters discussed at the Scheme Meeting.

If you do not direct your proxy how to vote on an item of business, the proxy may vote, or abstain from voting, as they think fit. If you instruct your proxy to abstain from voting on an item of business, they are directed not to vote on your behalf, and the shares the subject of the proxy appointment will not be counted in computing the required majority.

If you return your Proxy Form:

- (a) without identifying a proxy on it, you will be taken to have appointed the Chair of the Scheme Meeting as your proxy to vote on your behalf; or
- (b) with a proxy identified on it but your proxy does not attend the Scheme Meeting, the Chair of the Scheme Meeting will act in place of your nominated proxy and vote in accordance with any directions on your Proxy Form.

The Chair of the Scheme Meeting intends to vote all valid undirected proxies which nominate the Chair in favour of the Scheme Resolution, in the absence of a Superior Proposal.

Proxies of Lynch Shareholders will be admitted to the Scheme Meeting and given a voting card on providing written evidence of their name and address at the point of entry to the Scheme Meeting.

If you choose to appoint a proxy to attend and vote on your behalf at the Scheme Meeting, you may still attend and participate in the Scheme Meeting but you will not be entitled to vote at the Scheme Meeting unless you have revoked your proxy instructions in the manner outlined below.

Proxy instructions validly received will remain valid, and votes cast by the proxy at the Scheme Meeting in accordance with the instructions will be valid, unless you revoke your proxy instructions prior to the commencement of the Scheme Meeting or otherwise provide notice of the revocation of your proxy instructions to the Lynch Share Registry so they are received by no later than 11.00am (AEDT) on Wednesday, 19 November 2025 (or, if the Scheme Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Scheme Meeting in relation to the resumed part of the Scheme Meeting).

Proxy instructions can be revoked by notice to the Lynch Share Registry, provided that the revocation of the instructions is received by the Lynch Share Registry by the times and dates stated above, by sending a letter to the Lynch Share Registry at Locked Bag A14 Sydney South NSW 1235 Australia which:

- (a) sets out your registered name, address, the details of the Scheme Meeting for which you wish to revoke your proxy and the statement 'I wish to revoke my proxy'; and
- (b) is signed in accordance with the signing instructions set out in the voting form.

9.3 Voting by attorney

You may appoint an attorney to attend and vote at the Scheme Meeting on your behalf. Your attorney need not be another Lynch Shareholder. Each attorney will have the right to vote on the poll and also to speak at the Scheme Meeting.

The power of attorney appointing your attorney to attend and vote at the Scheme Meeting must be duly executed by you and specify your name, the company (that is, Lynch), and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one.

The power of attorney, or a certified copy of the power of attorney, should be lodged at the registration desk on the day of the Scheme Meeting or with the Lynch Share Registry no later than 11.00am (AEDT) on Wednesday, 19 November 2025 (or, if the Scheme Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Scheme Meeting in relation to the resumed part of the Scheme Meeting) in any of the following ways:

- (a) **online** at <https://au.investorcentre.mpms.mufig.com>. You will need your SRN/HIN No. and postcode to access your holding;
- (b) **by post** in the provided reply paid envelope to the Lynch Share Registry:
Lynch Group Holdings Limited, MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia; or
- (c) **by fax** to the Lynch Share Registry on: +61 2 9287 0309.

Attorneys of Lynch Shareholders will be admitted to the Scheme Meeting and given a voting card on providing written evidence of their appointment, their name and address, and the name of their appointors at the point of entry to the Scheme Meeting.

If you choose to appoint an attorney to attend and vote at the Scheme Meeting on your behalf, you may still attend and participate in the Scheme Meeting, but you will not be entitled to vote at the Scheme Meeting unless you have revoked the appointment of the attorney as set out below.

Attorney appointments can be revoked, provided that the revocation of the appointment is received by the Lynch Share Registry by the times and dates stated above, by sending a letter to the Lynch Share Registry at Locked Bag A14 Sydney South NSW 1235 Australia which:

- (a) sets out your registered name, address, the details of the Scheme Meeting for which you wish to revoke your appointment and the statement 'I wish to revoke my power of attorney; and
- (b) is signed in accordance with the signing instructions set out in the voting form.

9.4 Voting by body corporate representative

If you are a body corporate, you may appoint an individual to act as your body corporate representative. The appointment must comply with the requirements of section 250D of the Corporations Act, meaning that Lynch will require a certificate of appointment of body corporate representative to be executed by you in accordance with the Corporations Act. A form of certificate may be obtained from the Lynch Share Registry by calling 1300 495 169 (within Australia) or +61 1300 495 169 (outside Australia) or online at www.mpms.mufig.com/en/mufig-corporate-markets. The certificate of appointment may set out restrictions on the representative's powers.

The certificate should be lodged at the registration desk on the day of the Scheme Meeting or with the Lynch Share Registry before 11.00am (AEDT) on Wednesday, 19 November 2025 (or, if the Scheme Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Scheme Meeting in relation to the resumed part of the Scheme Meeting) in any of the following ways:

- (a) **by email** at support@cm.mpms.mufig.com;
- (b) **by post** in the provided reply paid envelope to the Lynch Share Registry:
Lynch Group Holdings Limited, MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia; or
- (c) **by fax** to the Lynch Share Registry on: +61 2 9287 0309.

If a certificate is completed under power of attorney or other authority, the power of attorney or other authority, or a certified copy of the power of attorney or other authority, must accompany the completed certificate unless the power of attorney or other authority has previously been noted by the Lynch Share Registry.

Body corporate representatives of Lynch Shareholders will be admitted to the Scheme Meeting and given a voting card on providing at the point of entry to the Scheme Meeting, written evidence of their appointment, their name and address and the name of their appointors.

10. Advertisement

Where this Notice of Scheme Meeting is advertised unaccompanied by the Scheme Booklet, a copy of the Scheme Booklet can be obtained by anyone entitled to attend the Scheme Meeting from Lynch's website (<https://www.lynchgroup.com.au/investor-centre/results-reports-and-announcements>), from ASX (<https://www.asx.com.au/markets/company/LGL>), or by contacting the Company Secretary of Lynch or the Lynch Share Registry.

11. Enquiries

Lynch Shareholders are invited to contact the Lynch Share Registry, MUFG Corporate Markets (AU) Limited Shareholder Information Line on 1300 495 169 (within Australia) or +61 1300 495 169 (outside Australia) between 8.30am to 5.00pm (AEDT) Monday to Friday, excluding public holidays, if they have any queries in respect of the matters set out in these documents.

CORPORATE DIRECTORY

Lynch Group Holdings Limited

8B Williamson Road
Ingleburn NSW 2565

Financial Adviser

Stanton Road Partners Pty Ltd

Level 21 Governor Phillip Tower
One Farrer Place
Sydney NSW 2000

Legal Adviser

Hamilton Locke Pty Ltd

Level 10
161 Collins Street
Melbourne VIC 3000

Independent Expert

KPMG Financial Advisory Services (Australia) Pty Ltd

Level 11, Heritage Lanes
80 Ann Street
Brisbane QLD 4000, Australia

Lynch Share Registry

MUFG Corporate Markets (AU) Limited

Level 41 Liberty Place
161 Castlereagh Street
Sydney NSW 2000

For personal use only

