

SECOND SUPPLEMENTARY BIDDER'S STATEMENT

4 June 2013

Cash Offer by:

Peet Limited

(ABN 56 008 665 834)

to purchase your shares in:

CIC Australia Limited

(ABN 92 003 157 515)

ACCEPT Peet's Offer

- Offer is now unconditional
- Peet Limited currently has a relevant interest in 85.15% of CIC's shares
- Receive 60 cents cash per share within 5 business days
- Shareholders who do not accept the Offer run the risk of significant dilution in the event CIC is required to undertake an equity raising to repay debt and fund working capital
- The Offer is dated 16 April 2013 and will close at 7.00pm (Sydney time) on 7 June 2013 unless extended.

If you require assistance with your acceptance of the Offer, please call 1300 764 218 or +61 3 9415 4272 between 9.00am and 5.00pm (Sydney time) on Business Days

Financial Adviser

Merrill Lynch 

A subsidiary of
Bank of America Corporation

Legal Adviser

**KING & WOOD
MALLESONS**

This document is the second supplementary bidder's statement ("**Second Supplement**") to the bidder's statement lodged by Peet Limited (ABN 56 008 665 834) ("**Peet**") with the Australian Securities and Investments Commission ("**ASIC**") on 11 April 2013, and despatched on 16 April 2013 ("**Bidder's Statement**"), in relation to the offer by Peet for all of the ordinary shares in CIC Australia Limited (ABN 92 003 157 515) ("**Offer**"). A supplementary bidder's statement was lodged with ASIC on 13 May 2013 ("**First Supplement**").

This Second Supplement supplements, and is to be read together with, the Bidder's Statement and the First Supplement.

Unless the context requires otherwise, defined terms in the Bidder's Statement and the First Supplement have the same meaning in this Second Supplement. This Second Supplement prevails to the extent of any inconsistency with the Bidder's Statement or the First Supplement.

A copy of this Second Supplement was lodged with ASIC on 4 June 2013. Neither ASIC nor any of its officers takes any responsibility for the contents of this Second Supplement.

1 Director Nominations

Peet stated in the Bidder's Statement that, subject to the Bid Implementation Agreement, the Corporations Act and CIC's constitution, it intends to procure the appointment of all or a majority of the CIC Board after gaining effective control of CIC Australia Limited ("CIC").

The following individuals have been nominated by Peet and appointed by CIC as directors of the board of CIC:

Mr James Service – has been appointed the Chairman

Mr Brendan Gore – has been appointed director

Mr Peter Dumas – has been appointed director

Mr James Service

Managing Director of J G Service Pty Ltd

James Service has been the Managing Director of J G Service Pty Ltd since 1990. He has extensive experience in all sectors of the property industry including investment, development, construction and management.

He is also Chairman of the ACT Building and Construction Industry Training Fund Authority; Chairman of Peet Flagstone City Pty Limited - a company developing a 1,245 hectare parcel of land south of Brisbane, Queensland; a Director of Peet Alkimos Pty Ltd - a company developing a major masterplanned community in the northern coastal metropolitan suburbs of Perth, Western Australia; a Director of Canberra CBD Limited; a Foundation Board Member of the Australian Foundation for Mental Health Research; and Chairman of Koomarri – a leading service provider for people with a disability in Canberra and surrounding regions.

Mr Brendan Gore
BComm, FCPA, FCIS, FCSA, FAICD
Managing Director and Chief Executive Officer of Peet

Brendan Gore has held senior corporate, commercial and operational roles for more than 20 years and brings to the positions of Managing Director and Chief Executive Officer of Peet wide-ranging expertise in the business, resources and property sectors.

Mr Gore is a qualified accountant and Fellow of the Australian Institute of Company Directors, CPA Australia and Chartered Secretaries Australia. Before joining Peet, Mr Gore held the dual role of Chief Financial Officer and Company Secretary at Mermaid Marine Australia Limited - now Australia's largest marine-based services provider to the offshore oil and gas industry. He began with Peet as Chief Financial Officer and played a key role in expanding the company's scope of activities and growing its core residential development and land syndication businesses.

In January 2007 he was appointed inaugural Chief Operating Officer of Peet, taking on responsibility for developing Peet's integrated operational strategy and managing the day-to-day safety and performance of its business divisions. Assuming the position of Managing Director and Chief Executive Officer later that same year, Mr Gore maintains Peet's ongoing commitment to a long-term, strategic and disciplined approach to growth and expansion.

Mr Peter Dumas
MAppSc, BEc
Chief Investment Officer of Peet

Peter Dumas has worked in the property funds management industry since 1995 with some of Australia's leading property fund managers, including AMP Capital and Multiplex Ltd.

Mr Dumas joined Peet in February 2008 as Head of Funds Management, assuming responsibility for Peet's very significant land syndication portfolio.

Mr Dumas has worked on a wide range of property projects in New Zealand, Germany, United Kingdom and United Arab Emirates and was instrumental in the creation of the \$1.5 billion Ronin Property Group which was taken over by Multiplex Ltd in 2004.

He has a wide range of experience across the property sector having held a number of senior positions within the industry and has worked with funds invested across all core property sectors.

Mr Dumas has also served as a director on a number of joint venture boards including four years as a Director of AMP New Zealand Office Limited, which is listed on the New Zealand Stock Exchange.

The title of his role at Peet recently changed to Chief Investment Officer to more accurately reflect the breadth of his role within the Group.

2 Update on the Offer

Offer now unconditional, with accelerated payment

The off-market takeover bid by Peet for all the ordinary shares in CIC became unconditional on 17 May 2013.

For accepting CIC shareholders, Peet will now pay the A\$0.60 per share consideration 5 business days after the Offer is accepted.

St George Bank MOF refinancing

Peet notes the announcement made on 23 May 2013 by CIC with respect to the Offer. CIC has noted that the St George Bank Multi Option Facility ("**MOF**") will be repayable on 30 September 2013 now that control of CIC has passed to Peet. In the event that Peet achieves 90% acceptances under its bid, then Peet will be in a position to fund CIC's repayment of the facility and no equity raising from existing CIC shareholders (other than Peet) will be required.

If Peet does not achieve 90% acceptances then CIC will still be required to repay the MOF. As CIC does not have the ability to repay this facility, nor any alternative access to working capital, CIC has noted they may need to undertake an equity raising of \$25-30 million.

Peet can confirm that it has sufficient funding capacity to participate for its pro rata share in a CIC equity raising and will support the raising on appropriate terms.

CIC shareholders should note that in this scenario, they will be diluted to the extent they do not participate in the equity raising. Further, Peet intends that CIC retain earnings and will not pay a dividend in order to repay debt and fund the business.

CIC Shareholders still have an opportunity to accept Peet's Offer

Peet's Offer will close at 7.00pm (Sydney time) on Friday 7 June 2013 unless extended. CIC shareholders wishing to accept the Offer should do so by following the instructions in the Bidder's Statement.

Shareholders who accept the Offer on or after the date of announcement will be paid within 5 business days of acceptance.

3 Authorisation

The copy of this Second Supplement that is to be lodged with ASIC has been approved by a resolution passed by the directors of Peet on 29 May 2013.

Signed by Brendan Gore for and on behalf of Peet in accordance with section 351 of the Corporations Act.



BRENDAN GORE
MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER
4 June 2013