

## Scheme Update – Supplementary Disclosure

Silk Logistics Holdings Limited (ASX:SLH) (**Silk** or the **Company**) refers to the proposed acquisition of all of the shares in the Company by DP World Australia Limited (**DP World Australia**) by way of a scheme of arrangement (**Scheme**).

### Date fixed for Scheme Meeting

The Supreme Court of New South Wales has today made the following orders in relation to the Scheme:

- that a meeting of Silk Shareholders to consider and vote on the Scheme be held on Friday, 1 August 2025 at the offices of Deloitte Touche Tohmatsu, 477 Collins Street, Melbourne, VIC 3000, commencing at 10.00am (Sydney time); and
- approving the distribution of a supplementary scheme booklet providing updated information about the Scheme (**Supplementary Scheme Booklet**) to Silk Shareholders.

### Supplementary Scheme Booklet

A copy of the Supplementary Scheme Booklet containing updated information about the Scheme and the Supplementary Independent Expert's Report is attached to Annexure A of this announcement and will also be made available for viewing and downloading at <https://boardroomlimited.com.au/agm/slhscheme2025>.

Silk Shareholders should read the Supplementary Scheme Booklet in its entirety, including the Supplementary Independent Expert's Report, before deciding how to vote on the Scheme.

### Dispatch of Supplementary Scheme Booklet

Silk Shareholders who have nominated an electronic address for the purposes of receiving notices of meeting and proxy forms and made an election to receive meeting related documents will receive an email to their nominated email address which contains instructions about how to view or download a copy of the Supplementary Scheme Booklet, and how to lodge their Proxy Form for the Scheme Meeting online.

Silk Shareholders who have elected to receive full hard copy notices of meeting and proxy forms via post will receive a printed copy of the Supplementary Scheme Booklet together with a personalised Proxy Form for the Scheme Meeting and a reply-paid envelope to return that proxy form (sent by post to their registered address).

Silk Shareholders who have not nominated an electronic address for the purposes of receiving notices of meeting and proxy forms and have not elected to receive full hard copies of meeting related documents will receive a letter (which is attached to Annexure B of this announcement) that contains instructions on how to view and download a copy of the Supplementary Scheme Booklet electronically, together with a personalised Proxy Form for the Scheme Meeting and a reply-paid envelope to return that proxy form (sent by post to their registered address).

It is expected that all hard copy correspondence will be dispatched to Silk Shareholders by 24 July 2025.

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### **Further information**

For further information in relation to the Scheme, please contact [investor@silklogistics.com.au](mailto:investor@silklogistics.com.au), or call the Silk Shareholder Information Line on 1300 118 942 (within Australia) or +61 2 8023 5456 (outside Australia) between 9am and 5pm (Sydney time) Monday to Friday, excluding public holidays, or visit <https://boardroomlimited.com.au/agm/slhscheme2025>.

Unless otherwise indicated, capitalised terms used in this announcement have the meaning given to them in the Supplementary Scheme Booklet.

*This announcement is authorised for release by the Board of Directors of Silk Logistics Holdings Limited.*

### **Contacts**

Company Secretary

Melanie Leydin

[investor@silklogistics.com.au](mailto:investor@silklogistics.com.au)

For more information, please visit <https://www.silklogisticsholdings.com.au/>

**Annexure A – Supplementary Scheme Booklet**

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**SILK**  
LOGISTICS  
HOLDINGS

## Supplementary Scheme Booklet

For a scheme of arrangement between Silk Logistics Holdings Limited ACN 165 867 372 (**Silk**) and its shareholders in relation to the proposed acquisition of all of the issued shares in Silk by DP World Australia Limited ACN 129 842 093 (**DP World Australia**) for \$2.14 cash per share.

### VOTE IN FAVOUR

The Silk Directors continue to 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 Silk Shareholders, in the absence of a Superior Proposal.

The Independent Expert continues to conclude that the Scheme is in the best interests of Silk Shareholders, in the absence of a Superior Proposal.

**The Scheme Meeting will now be held in person at the offices of Deloitte Touche Tohmatsu, 477 Collins Street, Melbourne, VIC, 3000, commencing at 10.00am (Sydney time) on Friday, 1 August 2025.**

**This is an important document and requires your immediate attention.**

You should read this Supplementary Scheme Booklet, together with the Scheme Booklet dated 23 December 2024 (**Scheme Booklet**), entirely before deciding how to vote on the Scheme Resolution.

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

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

If, after reading this Supplementary Scheme Booklet or the Scheme Booklet, you have any questions in relation to this Supplementary Scheme Booklet, the Scheme Booklet or the Scheme, please contact investor@silklogistics.com.au, the Silk Shareholder Information Line on 1300 118 942 (within Australia) or +61 2 8023 5456 (outside Australia) between 9am and 5.30pm (Sydney time) Monday to Friday, excluding public holidays, or visit <https://boardroomlimited.com.au/agm/silhscheme2025>.

**Barrenjoey**<sup>o</sup>

Financial Adviser:

Partnering with  **BARCLAYS**

**Hamilton**  
**Locke**

Legal Adviser:

## Disclaimer and Important Notice

### Defined terms and interpretation

Unless otherwise defined in this Supplementary Scheme Booklet, capitalised terms used in this Supplementary Scheme Booklet have the defined meanings set out in Section 10.1 of the Scheme Booklet.

The rules of interpretation set out in the paragraph titled "Interpretation" in the "Disclaimers and important notices" section and section 10.2 of the Scheme Booklet also apply to this Supplementary Scheme Booklet.

### Purpose of this Supplementary Scheme Booklet

The purpose of this Supplementary Scheme Booklet is to provide Silk Shareholders with updated information regarding the Scheme following the despatch of the Scheme Booklet. This Supplementary Scheme booklet when read together with the Scheme Booklet, includes the explanatory memorandum required to be provided to Silk Shareholders under 412(1) of the Corporations Act in relation to the Scheme.

It is intended that this Supplementary Scheme Booklet be read together with the Scheme Booklet, such that references to "Scheme Booklet", including in the Notice of Scheme Meeting, should be taken to include the information contained in the Scheme Booklet and this Supplementary Scheme Booklet.

This Supplementary Scheme Booklet prevails to the extent of any inconsistency with the Scheme Booklet.

### This Supplementary Scheme Booklet contains important information

This Supplementary Scheme Booklet is important and requires your immediate attention. You should read this Supplementary Scheme Booklet, together with the Scheme Booklet, carefully and in its entirety before making any decision as to how to vote on the Scheme Resolution. Silk recommends that you consult your legal, financial, tax or other professional adviser.

This Supplementary Scheme Booklet is not a disclosure document required by Chapter 6D of the Corporations Act. If you have sold all your Silk Shares, please disregard this Supplementary Scheme Booklet.

### Responsibility for information

Except as outlined below, the information contained in this Supplementary Scheme Booklet has been prepared by Silk and is the responsibility of Silk alone.

No member of the DP World 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 this Supplementary Scheme Booklet or any part of it.

Kroll Australia Pty Ltd (**Kroll**) has prepared the Supplementary Independent Expert's Report in relation to the Scheme attached to this Supplementary Scheme Booklet and takes responsibility for that report.

### ASIC and ASX involvement

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 Supplementary Scheme Booklet has been provided to ASIC and to the ASX.

Neither ASIC nor the ASX nor any of their respective officers takes any responsibility for the contents of this Supplementary Scheme Booklet.

### 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 despatch of the explanatory statement (including this Supplementary Scheme Booklet) 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 Silk Shareholders should vote (on this matter Silk 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 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 Silk Shareholder may appear at the hearing on the Second Court Date expected to be held on Wednesday, 6 August 2025 at the Supreme Court of New South Wales, Law Courts Building, 184 Phillip Street, Sydney New South Wales 2000, Australia.

Any Silk 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 Silk a notice of appearance in the prescribed form together with any affidavit that the Silk Shareholder proposes to rely on. Any change to the date of the Second Court Date will be announced by Silk through the ASX.

### **Important notices from the Scheme Booklet**

Silk Shareholders should refer to the disclaimers and important notices in the “Disclaimers and important notices” section of the Scheme Booklet, including but not limited to the paragraphs titled “Forward looking statements”, “No financial product or investment advice”, “Notice of Meetings”, “Shareholders outside Australia”, “Tax Implications of Scheme”, “Privacy” and “Silk’s website”.

### **Date**

This Supplementary Scheme Booklet is dated 17 July 2025.

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## Letter from the Chair of Silk

17 July 2025

### Dear Silk Shareholder

On behalf of the Silk Directors, I am pleased to present you with this Supplementary Scheme Booklet containing important updates to the Scheme Booklet dated 23 December 2024 in relation to the proposed acquisition of all of the issued shares in Silk by DP World Australia, by way of scheme of arrangement.

This Supplementary Scheme Booklet contains information regarding the following matters:

- the updated timetable for the Scheme, as detailed in the “Revised Key Dates” section;
- an update regarding the satisfaction of the FIRB Approval Condition Precedent;
- the tax consequences of the Scheme in relation to Silk Shares that were issued by Silk to eligible employees under a Tax Exempt Share Plan;
- the extension of the expiry date for certain Silk Options held by certain Silk Directors;
- updates regarding the financial position of Silk;
- updates regarding the End Date for the Scheme and the decision of the board that there will be no Further Dividend declared or paid; and
- the supplementary report from the Independent Expert in respect of the Transaction, a copy of which is attached to the Supplementary Scheme Booklet (**Supplementary Independent Expert’s Report**).

I encourage you to read this Supplementary Scheme Booklet, together with the Scheme Booklet (including the Independent Expert’s Report and the Supplementary Independent Expert’s Report) carefully and in its entirety.

### Silk Directors’ recommendation

The Silk Directors continue to consider that the Scheme is in the best interests of Silk Shareholders and continue to unanimously recommend that Silk 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 Silk Shareholders.<sup>1</sup>

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

When considering the Silk Directors’ recommendations and voting intentions, and the Independent Expert’s opinion, Silk Shareholders should carefully read the Scheme Booklet in its entirety and take into account the matters set out in the Scheme Booklet, including the reasons to vote for and against the Scheme. Silk Shareholders should also have regard to the interests of Silk Directors in the outcome of the Scheme (as set out in Section 9 of the Scheme Booklet and discussed at Sections 3 and 5 of this Supplementary Scheme Booklet).

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<sup>1</sup> In respect of the recommendation of Director John Sood, Shareholders should have regard to the fact that Mr Sood is currently employed as Chief Executive Officer of Silk and receives employment benefits in that capacity as disclosed to ASX on 22 May 2024. Mr Sood’s employment status and his entitlement to receive those benefits will be unchanged if the Scheme is implemented, unless Silk and Mr Sood agree otherwise (with the exception that Mr Sood’s Silk Performance Rights will be cancelled in the manner described in Section 9.3.2 of the Scheme Booklet). Mr Sood has advised Silk that as at date of this Supplementary Scheme Booklet he has not been offered any additional payment or entitlement if the Scheme is implemented. In respect of the recommendation of Directors Terry Sinclair and Stephen Moulton, Shareholders should have regard to the Cancellation Payments discussed in Section 3 of this Supplementary Scheme Booklet.

## Independent Expert's opinion

Silk has appointed Kroll as the Independent Expert to assess the merits of the Scheme. The Independent Expert continues to conclude that the Scheme is in the best interests of Silk Shareholders, in the absence of a Superior Proposal.

The reasons why the Independent Expert originally reached these conclusions are set out in the Independent Expert's Report, a copy of which is set out in Annexure A of the Scheme Booklet. The reason why the Independent Expert continues to hold that view are set out in the Supplementary Independent Expert's Report attached to this Supplementary Scheme Booklet.

I encourage you to read the Independent Expert's Report and the Supplementary Independent Expert's Report carefully and in their entirety.

## Further information

I encourage you to carefully read this Supplementary Scheme Booklet (including the Independent Expert's Report and Supplementary 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.

Silk Shareholders who have any questions relating to the Scheme should contact [investor@silklogistics.com.au](mailto:investor@silklogistics.com.au) or visit <https://boardroomlimited.com.au/agm/slhscheme2025>.

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

Yours sincerely



**Terry Sinclair**

**Chair, Silk Logistics Holdings Limited**

## Revised Key Dates

This “Revised Key Dates” section of this Supplementary Scheme Booklet replaces the “Key Dates” section of the Scheme Booklet.

EVENT	INDICATIVE DATE
<b>First Court Date</b>	Monday, 23 December 2024
<b>Date of the Scheme Booklet</b>	Monday, 23 December 2024
<b>Date of this Supplementary Scheme Booklet</b>	17 July 2025
<b>Last date and time for receipt of Proxy Forms</b> 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 Silk Registry	10.00am (Sydney time) on Wednesday, 30 July 2025
<b>Scheme Meeting Record Time</b> Time and date for determining eligibility to vote at the Scheme Meeting	7.00pm (Sydney time) on Wednesday, 30 July 2025
<b>Scheme Meeting</b> To vote on the Scheme Resolution	10.00am (Sydney time) on Friday, 1 August 2025
<b>IF THE SCHEME RESOLUTION IS APPROVED BY THE REQUISITE MAJORITIES OF SILK SHAREHOLDERS:</b>	
<b>Court hearing to approve the Scheme (Second Court Date)</b>	Wednesday, 6 August 2025
<b>Effective Date</b> Court order lodged with ASIC and Scheme becomes Effective  Last day of trading in Silk Shares – Silk Shares will be suspended from trading on the ASX from close of trading	Wednesday, 6 August 2025
<b>Scheme Record Date</b> For determining entitlements to Scheme Consideration	7.00pm (Sydney time) on Monday, 11 August 2025
<b>Implementation Date</b> Provision of Scheme Consideration to Scheme Shareholders Transfer of Scheme Shares to DP World Australia	Monday, 18 August 2025

All times and dates in the above timetable are references to the time and date in Sydney, Australia and all such times and dates are subject to change. Certain times and dates are conditional on the approval of the Scheme Resolution by Silk Shareholders and by the Court. Any changes will be announced by Silk to the ASX.

## 1. Update on FIRB Approval Condition Precedent

Under the Scheme Implementation Deed, the Scheme is conditional on DP World Australia having received written notice under the FATA that the Commonwealth government has no objections to the Scheme, either unconditionally or on terms that are acceptable to DP World Australia acting reasonably (the **FIRB Approval Condition Precedent**).

As announced on 15 July 2025, DP World Australia has advised Silk that it has received a no objection notification from FIRB in relation to the acquisition of 100% of the Silk Shares under the Scheme, such that the FIRB Approval Condition Precedent is now satisfied.

Implementation of the Scheme remains subject to certain other Conditions Precedent, including receipt of the Requisite Majorities from Silk Shareholders at the Scheme Meeting and the subsequent approval of the Court at the Second Court Date.

## 2. Tax Consequences of the Scheme for Tax Exempt Shares

This disclosure expands on section 8 of the Scheme Booklet dealing with the Tax implications of the Scheme.

This information relates to the 234,458 fully paid ordinary shares issued by Silk to eligible employees (**Participants**) under a Tax Exempt Share Plan (**Plan**) in December 2022 and February 2024.

The Plan offers Participants the opportunity to receive up to a maximum value of \$1,000 in ordinary Silk Shares (**Tax Exempt Shares**) at no cost to the Participant.

The value of Tax Exempt Shares granted under the Plan is not included in a Participant's assessable income where the requirements under sections 83A-35 and 83A-45 of the Tax Act are met for a tax concession (**Tax Concession**).

One of the requirements to qualify for the Tax Concession in respect of those Participants who continue to be employed by the Group (**Employee Participants**) is that the Tax Exempt Shares must be held for a minimum holding period of three years from the date on which they were granted.

To ensure that the minimum holding period requirement is satisfied in respect of Employee Participants, the Tax Exempt Shares were issued to Pacific Custodians Pty Ltd (the **Trustee**) in its capacity as trustee of the Silk Logistics Holdings Limited Employee Share Trust (the **Trust**) and are held on trust for those Employee Participants during the three-year holding period or until they cease to be employed by the Group. The minimum holding period has not yet expired in respect of any of the Tax Exempt Shares held by Employee Participants and will not have expired before the Implementation Date of the Scheme under the updated timetable as set out in the "Revised Key Dates" section above.

Under the trust deed by which the Trust was established, Employee Participants are entitled to instruct the Trustee how to vote on shareholder resolutions that are conducted by way of poll in respect of the Tax Exempt Shares. The Trustee has advised Silk that it will communicate with each Employee Participant it holds Tax Exempt Shares for in respect of the Scheme Meeting and will invite those Employee Participants to direct the Trustee on how to vote in respect of that Employee Participant's Tax Exempt Shares. The trust deed further provides that the Trustee must not exercise voting rights attaching to any Tax Exempt Shares in the absence of such a direction from the Participant on behalf of whom those shares are held on trust.

In the event that the Scheme becomes Effective, all Tax Exempt Shares will be acquired by DP World Australia for the Scheme Consideration in the same manner as other ordinary Silk Shares.

Under the Scheme, each Scheme Shareholder is taken to have warranted that (among other things) all of their Silk Shares are free of "*restrictions on transfer of any kind, and that they have full power and capacity to transfer their [Silk] Shares to [DP World Australia] together with any rights and entitlements attaching to those shares*". In order to allow the Trustee and Employee Participants to make that warranty in respect of the Tax Exempt Shares that are subject to the minimum holding period, the Silk Board will provide the Trustee with written authority and direction to transfer the Tax Exempt Shares under the Scheme (subject to the Scheme becoming Effective).

The transfer of the Tax Exempt Shares under the Scheme will preclude Employee Participants from being eligible to apply the Tax Concession in respect of their Tax Exempt Shares unless the Federal Commissioner of Taxation (the **Commissioner**) exercises his discretion to allow the minimum holding period to end at an earlier time under subsection 83A-45(5) of the Tax Act. Accordingly, Silk has applied to the Commissioner for a Class Ruling to allow for the minimum holding period for Tax Exempt Shares granted under the Plan to end at an earlier time, namely when DP World Australia acquires the Tax Exempt Shares under the Scheme.

Provided that the Commissioner accepts that Silk always intended that the three-year minimum holding period would apply to the Tax Exempt Shares acquired under the Plan, Silk anticipates that the Commissioner should issue a Class Ruling that will allow for the minimum holding period for such Tax Exempt Shares to end at the earlier time of DP World Australia's acquisition of the Tax Exempt Shares under the Scheme, although this outcome is not guaranteed. Accordingly, where the Commissioner so allows, and all other criteria of section 83A-35 and 83A-45 of the Tax Act are satisfied, Employee Participants should be able to dispose of their Tax Exempt Shares pursuant to the Scheme without losing the benefit of the Tax Concession.

Silk will keep Silk Shareholders updated via ASX, noting the outcome of the ruling application may not be known prior to the Scheme Meeting.

### 3. Extension of expiry date for certain Silk Options held by Silk Directors

This disclosure supplements the information in sections 9.2.2, 9.3 and 9.3.1 of the Scheme Booklet.

On 9 July 2021, Silk issued:

- 419,193 ordinary Silk Options to Auxco Pty Ltd as trustee for Sinclair Super Fund, an entity associated with Mr Terry Sinclair (**Mr Sinclair**); and
- 252,846 ordinary Silk Options to Mr Stephen Moulton (**Mr Moulton**),

(collectively referred to as the **IPO Options**).

Each of Mr Sinclair and Mr Moulton are Non-Executive Directors of Silk. The IPO Options were issued to Mr Sinclair and Mr Moulton pursuant to the Silk Incentive Plan as part of the Pre-IPO Bonus Offer for Non-Executive Directors of Silk. Each IPO Option entitles the holder to acquire a Silk Share at an exercise price of \$1.60.

Silk and DP World Australia have agreed that if the Scheme becomes Effective, all IPO Options will be cancelled for a cash payment to be made by Silk equal to \$0.54 per IPO Option (**Cancellation Payment**), (being the equivalent of the Scheme Consideration of \$2.14 cash per Silk Share, less the applicable exercise price of \$1.60 per IPO Option).

Accordingly, the Cancellation Payment payable to Mr Sinclair and Mr Moulton if the Scheme becomes Effective is \$226,364 and \$136,537, respectively.

As noted in section 9.3.31 of the Scheme Booklet, ASX has granted a standard waiver from ASX Listing Rule 6.23.2 to the extent necessary to permit the IPO Options to be cancelled for consideration without requiring the approval of Silk Shareholders.

The IPO Options are vested but were due to expire on 9 July 2025. The IPO Options therefore would have expired before the Scheme becomes Effective based on the updated timetable in the "Revised Key Dates" section above, in which case they would not be able to be cancelled for the Cancellation Payment.

On 3 July 2025, ASX granted Silk a waiver from Listing Rule 6.23.3 to allow Silk to extend the expiry date for the IPO Options to 31 December 2025, subject to the following conditions:

- Silk Shareholders approving the Scheme by the Requisite Majorities at the Scheme Meeting;
- a court of competent jurisdiction approving the Scheme and the Scheme becoming Effective; and
- Silk having made supplementary disclosure to shareholders about the proposed extension of the expiry date for the IPO Options to ASX's satisfaction,

(together, the **Extension Conditions**).

Accordingly, the Silk Board (other than Mr Sinclair and Mr Moulton who did not vote in respect of their own IPO Options) has resolved to extend the expiry date for the IPO Options to 31 December 2025, subject to each of the Extension Conditions being satisfied.

Silk Shareholders are not required to approve the extension of the expiry date for the IPO Options at the Scheme Meeting. The extension will be automatic if the Scheme Resolution is approved by the Requisite Majorities at the Scheme Meeting and the Scheme is subsequently approved by the Court and becomes Effective.

The IPO Options can only be exercised to accept consideration under the Scheme. As noted above however, it is intended that the IPO Options will be cancelled in return for the Cancellation Payment and will not in fact be exercised.

If any of the Exercise Conditions becomes incapable of satisfaction, the IPO Options will be forfeited immediately and the Cancellation Payment will not be made. This includes in circumstances where the Scheme Implementation Deed is terminated, or the Scheme fails to be approved by Silk Shareholders at the Scheme Meeting by the Requisite Majorities or subsequently by the Court at the Second Court Date.

#### **4. Silk financial updates**

Silk refers to its ASX announcements:

- dated 27 February 2025 containing Silk's FY25 Half Year Report for the period ended 29 December 2024 (**FY25 Half Year Report**); and
- dated 14 April 2025 informing the market of an update in relation to the Secon Earn Out.

Those announcements supplement the information disclosed in section 5.7 of the Scheme Booklet.

As at the date of this Supplementary Scheme Booklet, to the knowledge of the Silk Directors, the financial position of Silk has not materially changed since 29 December 2024, as reported in the FY25 Half Year Report.

Silk currently expects that, should the Implementation Date not have occurred, its full year results for the period ended 30 June 2025 will be released on Wednesday, 27 August 2025.

#### **5. Silk Board's recommendation**

The Silk Directors continue to consider that the Scheme is in the best interests of Silk Shareholders and continue to unanimously recommend that Silk 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 Silk Shareholders.<sup>1</sup>

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

When considering the Silk Directors' recommendations and voting intentions, and the Independent Expert's opinion, Silk Shareholders should carefully read the Scheme Booklet in its entirety and take into account the matters set out in the Scheme Booklet, including the reasons to vote for and against the Scheme. Silk

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<sup>1</sup> In respect of the recommendation of Director John Sood, Shareholders should have regard to the fact that Mr Sood is currently employed as Chief Executive Officer of Silk and receives employment benefits in that capacity as disclosed to ASX on 22 May 2024. Mr Sood's employment status and his entitlement to receive those benefits will be unchanged if the Scheme is implemented, unless Silk and Mr Sood agree otherwise (with the exception that Mr Sood's Silk Performance Rights will be cancelled in the manner described in Section 9.3.2 of the Scheme Booklet). Mr Sood has advised Silk that as at the date of this Supplementary Scheme Booklet he has not been offered any additional payment or entitlement if the Scheme is implemented. In respect of the recommendation of Directors Terry Sinclair and Stephen Moulton, Shareholders should have regard to the Cancellation Payments discussed in Section 3 of this Supplementary Scheme Booklet.

Shareholders should also have regard to the interests of Silk Directors in the outcome of the Scheme (as set out in Section 9 of the Scheme Booklet).

In summary, if the Scheme is implemented, the Silk Directors will sell their Silk Shares and will receive the Scheme Consideration for those Silk Shares in the same way as all other Silk Shareholders. In addition, those Silk Directors who hold Silk Options will receive consideration for the cancellation of their Silk Options in the manner described in Section 9.3.1 of the Scheme Booklet if the Scheme becomes Effective. The total number of Silk Shares and of Silk Options in respect of which each Silk Director has a relevant interest is set out in Sections 9.2.1 and 9.2.2 of the Scheme Booklet respectively.

Any Silk Performance Rights held by a Silk Director will be cancelled for zero consideration subject to the Scheme becoming Effective, as described in section 9.3.2 of the Scheme Booklet.

The total value of the financial benefits that each Silk Director will receive (either directly or indirectly) in respect of their Silk Shares, Silk Options and Silk Performance Rights held as at the date of this Supplementary Scheme Booklet will be:

Silk Director	Total value of financial benefit
John Sood	\$23,622,169.78
Brendan Boyd	\$23,360,372.91
Terry Sinclair	\$418,964.22
Stephen Moulton	\$329,136.84
Louise Thurgood	\$196,491.06
Cheryl Hayman	\$107,000.00

## 6. Independent Expert continues to conclude Scheme is in best interests of Silk Shareholders

The Independent Expert continues to conclude that the Scheme is in the best interests of Silk Shareholders, in the absence of a Superior Proposal.

The reasons why the Independent Expert originally reached these conclusions are set out in the Independent Expert's Report, a copy of which is set out in Annexure A of the Scheme Booklet. The reason why the Independent Expert continues to hold that view are set out in the Supplementary Independent Expert's Report attached to this Supplementary Scheme Booklet.

The Silk Directors encourage Silk Shareholders to read the Independent Expert's Report and the Supplementary Independent Expert's Report carefully and in their entirety.

## 7. End Date for scheme

Silk Shareholders are referred to Silk's ASX announcement dated 27 June 2025, noting that Silk and DP World Australia have agreed to extend the End Date for the purposes of the Scheme Implementation Deed and the Scheme to the later of:

- 10 July 2025; and
- if the ACCC notifies DP World Australia in writing on or prior to 10 July 2025 that the ACCC does not propose to intervene in the Scheme, 7 August 2025.

As announced by Silk on 4 July 2025, the ACCC has notified DP World Australia that it does not propose to intervene in the Scheme. Accordingly, the End Date is currently 7 August 2025.

Under clause 12.1 of the Scheme Implementation Deed, either Silk or DP World Australia may terminate the Scheme Implementation Deed if the Effective Date for the Scheme has not occurred or will not occur on or before the End Date. Based on the "Revised Key Dates" section above, the Effective Date will occur before the End Date if the Scheme is approved by the Requisite Majorities of Silk Shareholders at the Scheme Meeting and subsequently by the Court on the Second Court Date.

## 8. No further dividend

Clause 4.6 of the Scheme Implementation Deed provides that Silk may, but is not required to, declare and pay a dividend to Silk Shareholders before the Implementation Date (**Further Dividend**), subject to certain conditions being met. If a Further Dividend is declared or paid, the Share Consideration (being the amount paid for your Silk Shares) is reduced by the cash amount of the Further Dividend, such that the total Scheme Consideration will remain \$2.14 cash per Silk Share.

The Silk board has not resolved to declare or pay a Further Dividend.

## 9. Voting on the Scheme

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

If you are registered on the Silk Share Register at 7.00pm (Sydney time) on Wednesday, 30 July 2025, you will be entitled to vote on the Scheme Resolution.

The Scheme Meeting to approve the Scheme Resolution is scheduled to be held in person at the offices of Deloitte Touche Tohmatsu, 477 Collins Street, Melbourne, VIC, 3000, commencing at 10.00am (Sydney time) on Friday, 1 August 2025.

For information about attending the Scheme Meeting and voting on the Scheme Resolution, please refer to Section 3 of the Scheme Booklet and to the Notice of Scheme Meeting in Annexure D of the Scheme Booklet.

The new deadline for the receipt of Proxy Forms for the Scheme Meeting (**proxy deadline**) is 10.00am (Sydney time) on Wednesday, 30 July 2025 (or such date which is 48 hours before any later date for the postponed Scheme Meeting). You may vote on the Scheme Resolution in the manner set out in the Notice of Scheme Meeting contained at Annexure D of the Scheme Booklet.

If you have already voted on the Scheme resolution, your vote remains valid. If you:

- wish to change your vote, you can do so by completing and submitting a replacement proxy vote or you can vote in person or online at the Scheme Meeting (noting that your updated vote will supersede your previous proxy vote). To submit a replacement proxy vote, please visit the Scheme Information Page on <https://boardroomlimited.com.au/agm/slhscheme2025>. To be effective, your replacement proxy form must be received by 10.00am (Sydney time) on Wednesday, 30 July 2025; or
- do not wish to change your vote, you do not need to take any action.

## 10. Additional matters

### 10.1 Consents

This Supplementary Scheme Booklet contains statements made by, or statements said to be based on statements made by, Kroll as the Independent Expert. Kroll has consented to the inclusion of each statement it has made in the form and context in which the statements appear and has not withdrawn that consent at the date of this Supplementary Scheme Booklet.

The following parties have given and have not, before the date of this Supplementary Scheme Booklet, withdrawn their consent to be named in this Supplementary Scheme Booklet in the form and context in which they are named:

- Barrenjoey as financial adviser to Silk;
- Hamilton Locke as legal adviser to Silk; and
- Boardroom Pty Limited as the Silk Registry.

## **10.2 Disclosures and responsibility**

Each person named in Section 10.1:

- has not authorised or caused the issue of this Supplementary Scheme Booklet;
- does not make, or purport to make, any statement in this Supplementary Scheme Booklet or any statement on which a statement in this Supplementary Scheme Booklet is based, other than Kroll in relation to its Supplementary Independent Expert's Report, and
- to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Supplementary Scheme Booklet other than a reference to its name and the statement (if any) included in this Supplementary Scheme Booklet with the consent of that party as specified in Section 10.1.

## **10.3 No other information**

Except as set out in this Supplementary 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 Silk Director at the date of this Supplementary Scheme Booklet which has not previously been disclosed to Silk Shareholders.

## **10.4 Supplementary disclosure**

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

- a material statement in the Scheme Booklet (read in conjunction with this Supplementary Scheme Booklet) is false or misleading in a material respect;
- a material omission from the Scheme Booklet that is not addressed in this Supplementary Scheme Booklet;
- a significant change affecting a matter included in the Scheme Booklet or this Supplementary Scheme Booklet; or
- a significant new matter has arisen and it would have been required to be included in this Supplementary Scheme Booklet if it had arisen before the date of this Supplementary Scheme Booklet.

Depending on the nature and timing of the changed circumstances, and subject to obtaining any relevant approvals, Silk 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 Silk Shareholders at their address shown on the Silk Share Register; and/or
- posting a statement on Silk's website at [www.silklogisticsholdings.com.au](http://www.silklogisticsholdings.com.au),

as Silk, in its absolute discretion, considers appropriate.

For personal use only

**Annexure: Supplementary Independent Expert's Report**

For personal use only



The Directors  
Silk Logistics Holdings Limited  
Unit 3, 850 Lorimer Street,  
Port Melbourne VIC 3207

16 July 2025

Dear Directors

## Part One – Supplementary Independent Expert’s Report

### 1 Introduction

On 11 November 2024, Silk Logistics Holdings Limited (**Silk** or the **Company**) announced it had entered into a Scheme Implementation Deed with DP World Australia (Holding) Pty Ltd (**DP World Holding**) and DP World Australia Limited (**DP World Australia**) under which DP World Australia would acquire 100% of the issued share capital of Silk by way of a scheme of arrangement (**Scheme**) (**Transaction**). Under the Scheme, Silk shareholders (**Silk Shareholders**) who hold Silk Shares<sup>1</sup> on the Scheme Record Date<sup>2</sup> (**Scheme Shareholders**) will receive cash consideration of \$2.14 for each Silk Share held (**Scheme Consideration**), less any Further Dividend<sup>3</sup> that is declared or paid before the Implementation Date.<sup>4,5</sup>

On 23 December 2024, Kroll Australia Pty Ltd (**Kroll, us** or **we**) issued an independent expert’s report (the **Original IER**) advising that, in our opinion, the Scheme was in the best interests of Silk Shareholders, in the absence of a Superior Proposal. In that report, we assessed the value of a Silk Share on a controlling basis to be in the range of \$1.64 to \$2.27. As the Scheme Consideration fell within our assessed value range for a Silk Share, Kroll determined that the Scheme was fair to Silk Shareholders. As the Scheme was fair, it was also reasonable.

On 27 February 2025, Silk announced the postponement of the Scheme Meeting, originally scheduled for 7 March 2025, at which Silk Shareholders were to vote on the Scheme. As outlined in the Scheme Booklet dated 23 December 2024, it is a condition precedent to the Scheme becoming effective that DP World Australia has received Foreign Investment Review Board (**FIRB**) Approval for the Scheme. It is anticipated that FIRB will, before providing any such approval, and consistent with its usual practice, consult with the Australia Competition & Consumer Commission (**ACCC**) on the competitive impacts of the transaction and seek confirmation that the ACCC does not object. The ACCC commenced its public informal review of the Scheme on 9 December 2024, indicating a provisional decision date for the announcement of its findings on 13 March 2025. However, given that the ACCC’s provisional decision date fell after the originally scheduled Scheme Meeting on 7 March 2025, Silk did not expect DP World Australia would receive FIRB Approval prior to that date and, consequently, sought to adjourn the Scheme Meeting. The postponement of the Scheme Meeting was issued by the Supreme Court of New South Wales (**Court**) and a revised date for the Scheme Meeting was set to 28 March 2025.<sup>6</sup>

<sup>1</sup> A fully paid ordinary share in the capital of Silk.

<sup>2</sup> As defined in the Scheme Booklet.

<sup>3</sup> As defined in the Scheme Booklet.

<sup>4</sup> As defined in the Scheme Booklet.

<sup>5</sup> No interim dividend was declared with respect to 1H25.

<sup>6</sup> Silk ASX Announcement, 27 February 2025.

Subsequently, Silk has released a number of announcements in relation to the Scheme, the timing the Scheme Meeting and ACCC's public informal review (refer to Section 4 of this report).

On 4 July 2025 the ACCC confirmed that it would not oppose the Scheme.

Kroll notes that, during this time, there have been no material changes to the Scheme or Scheme Consideration, other than the postponement of the Scheme Meeting.

In undertaking our work, we have referred to guidance provided by the Australian Securities and Investments 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 independent expert report to consider and Regulatory Guide 112 'Independence of experts' (**RG 112**).

RG 111.120 states that if an expert becomes aware of a material change in circumstances, then depending on the circumstances, it may be appropriate for a commissioning party to send a supplementary report. RG 111.121 states that changes affecting valuations in reports are more likely to trigger the supplementary report obligation than tactical events in the progress of transactions, for example, the level of acceptances in a bid.

Having regard to the passage of time that has passed since Kroll issued its Original IER, and the potential for change in Silk's financial performance and market conditions, Kroll has considered whether that these factors qualify as a material change in circumstances. Consequently, Kroll has prepared this supplementary independent expert's report (**Supplementary Independent Expert's Report**) for Silk Shareholders.

## 2 Opinion

In considering whether the Scheme remains in the best interests of Silk Shareholders, in the absence of a Superior Proposal, Kroll has considered the following:

- changes in trading conditions underpinning the Australian logistics services industry, as well as broader economic conditions (refer to Section 3.1 of this report);
- recent historical financial performance and financial position of Silk (refer to Section 3.2 of this report);
- discussions with Silk management regarding changes to Silk's business (refer to Section 3.3 of this report);
- updated market evidence since the Original IER, including changes to the trading multiples of Australia and New Zealand (**ANZ**) companies operating in logistics services, as well as the emergence of more recent transactions involving Australian and global logistics services companies (refer to Section 3.4 of this report); and
- changes to the financial outlook of Silk, having regard to updated broker consensus (refer to Section 3.5 of this report).

Having considered the matters above, **we continue to assess the Scheme to be fair**. In accordance with RG 111, **as the Scheme remains fair, it also remains reasonable**.

**Consequently, consistent with RG 111, it is Kroll's opinion that the Scheme remains in the best interests of Silk Shareholders, in the absence of a Superior Proposal.**

## 3 Analysis

### 3.1 Industry and economic conditions

In our Original IER, we noted that Silk was impacted by subdued import volumes, easing of warehouse occupancy, and continued elevation in inflation and input costs, and interest rates. The outlook for the logistics sector was underpinned by a continuation of challenging macroeconomic and supply chain conditions in the short term with demand improving in the longer term.

Since Kroll prepared the Original IER:

- Australian gross domestic product (**GDP**) growth has remained subdued. In the March 2025 quarter, for example, GDP rose by 0.2%, representing a 1.3% increase since March 2024, as the public sector recorded the strongest detraction from growth since the September 2017 quarter. Extreme weather events further dampened domestic demand and reduced exports.<sup>7</sup> Additionally, in its July 2025 Statement on Monetary Policy, the Reserve Bank of Australia (**RBA**) identified a number of uncertainties in relation to the outlook for economic activity stemming from both domestic and international developments, with risk that households and firms delay expenditure pending greater clarity;<sup>8</sup>
- Australian imports declined by 0.4% in the March 2025 quarter, with goods imported down by 0.3%;<sup>9</sup>
- the industry wide transition from 'just-in-case' to 'just-in-time' stock holding levels stabilised;<sup>10</sup>
- geopolitical tensions have escalated, largely due to:
  - on 2 April 2025, the President of the United States (**US**), Donald Trump, announced a suite of tariffs to be imposed on a number of US global trading partners. This included a 10% baseline tariff, in which most goods originating in Australia are subject to, with some goods subject to higher tariffs.<sup>11</sup> Higher reciprocal tariffs were subject to a 90-day temporary suspension until 9 July 2025, however, are now due to take effect on 1 August 2025, noting that tariff arrangements vary by country.<sup>12</sup> Whilst this has triggered uncertainty in global trading conditions and broadly impacted supply chains, the final scope of US tariffs and policy responses in other countries remains unknown,<sup>13</sup> and consequently, the impact on the Australian logistics services industry is still yet to be realised;
  - the ongoing Russia-Ukraine conflict and Red Sea Crisis, as well as the emergence of more recent global events such as the Israel-Iran conflict;
  - in Australia, inflation has continued to moderate and the RBA has lowered the Official Cash Rate on two occasions from 4.35% to 4.10% in February 2025, and further to 3.85% in May 2025. At its meeting on 8 July 2025, the RBA decided to leave the cash rate unchanged; and
  - supply chains continued to be disrupted, largely due to the geopolitical factors outlined previously.

On balance, industry conditions have deteriorated compared to those that existed at the time of our Original IER.

### 3.2 Financial performance and position

On 27 February 2025, Silk announced its half year results for the period ending 29 December 2024 (**1H25**).

In relation to the financial performance of Silk in 1H25, we note:<sup>14</sup>

- revenue of \$287.9 million, an increase of 4.1% on the prior corresponding period (**pcp**), underpinned by new business wins and contributions from Silk's expanding bulk logistics offering;
- underlying earnings before interest, tax, depreciation and amortisation (**EBITDA**) of \$47.9 million, an increase of 0.4% on pcp;<sup>15</sup> and

<sup>7</sup> Australian Bureau of Statistics. Australian National Accounts: National Income, Expenditure and Product. March 2025.

<sup>8</sup> Reserve Bank of Australia. Statement on Monetary Policy. 8 July 2025.

<sup>9</sup> Australian Bureau of Statistics. Australian National Accounts: National Income, Expenditure and Product. March 2025.

<sup>10</sup> Silk FY25 Half Year Report.

<sup>11</sup> Goods subject to higher tariffs include Australian steel and aluminium imports (50% tariff), which includes certain derivative provides that have steel and aluminium content, as well as automobiles, light trucks and certain automotive parts (25% tariff).

<sup>12</sup> Department of Foreign Affairs and Trade. Trade and investment. Latest on US tariffs.

<sup>13</sup> Reserve Bank of Australia. Statement on Monetary Policy. 8 July 2025.

<sup>14</sup> Silk FY25 Half Year Results Media Release.

<sup>15</sup> Both underlying EBITDA and EBIT were negatively impacted by non-recurring items totalling approximately \$1.8 million, attributable to a bad debt provision, customer claim provision and IT system costs.

- underlying earnings before interest and tax (**EBIT**) of \$15.6 million, a decrease of 14.3% on pcp.<sup>15</sup>

Furthermore, on a segment basis:

- Port Logistics revenue, underlying EBITDA and underlying EBIT increased by approximately 8.6%, 13.7% and 17.0% respectively on pcp. Notwithstanding headwinds, Port Logistics benefited from strong export volumes through agriculture customers, partially offsetting the impact of lower import volumes, as well as new business wins, as previously mentioned; and
- Contract Logistics revenue, underlying EBITDA and underlying EBIT declined by approximately 3.7%, 11.6% and 79.3% respectively on pcp, with average warehouse occupancy decreasing to 71.7% largely due to the inclusion of the new Kenwick site in Western Australia. Excluding Kenwick, warehouse occupancy increased to 79.9%.

In relation to the financial position of Silk as at 29 December 2024, we note that net debt, including lease liabilities, totalled approximately \$359.2 million. Both gross leverage<sup>16</sup> and net leverage<sup>17</sup> increased from 2.8 times as at 30 June 2024 to 3.1 times and 2.0 times to 2.3 times respectively.

Subsequently, in April 2025, Silk provided an update on the Secon earn out payment that will become payable in FY26. Refer to Section 4 of this report for more detail.

### 3.3 Discussions with Silk management

Kroll has held discussions with Silk management regarding the operating business and strategy. Management has advised that there has been no fundamental change in strategy. Silk is continuing to focus on organic growth opportunities and internal efficiencies.

In addition, there have been no changes to customer relationships, customer profile or contractual arrangements.

### 3.4 Market evidence

#### Share market evidence

Kroll has considered whether there has been any material movement in trading multiples for selected comparable companies since the Original IER.

The following table sets out the implied last twelve months (**LTM**) and forecast Underlying EBITDA multiples for the selected comparable listed companies as at 16 December 2024, on an underlying and post-AASB<sup>18</sup> 16 Leases basis, that were included in our Original IER.

<sup>16</sup> Calculated as (corporate debt, bank guarantees and hire purchase liabilities) / underlying pre-AASB 16 Leases EBITDA over the preceding 12 months (measured in accordance with bank finance facility covenant).

<sup>17</sup> Calculated as (corporate debt, bank guarantees and hire purchase liabilities) less cash / underlying pre-AASB 16 Leases EBITDA over the preceding 12 months (measured in accordance with bank finance facility covenant).

<sup>18</sup> Australian Accounting Standards Board.

**Original IER - Selected Comparable Listed Logistics Services Companies as at 16 December 2024**

Company (Country of Listing)	Market Capitalisation (A\$ million)	Enterprise Value (A\$ million)	Enterprise Value / EBITDA				EBITDA Growth FY+1 to FY+3 CAGR
			LTM	FY+1	FY+2	FY+3	
Qube (Australia)	6,803.0	8,213.9	15.4	13.3	12.2	11.5	7.3%
Mainfreight (NZ)	6,517.1	7,622.5	11.6	11.2	10.3	9.5	9.0%
Freightways (NZ)	1,712.8	2,255.6	10.8	10.1	9.4	8.8	7.2%
K&S (Australia)	499.5	532.3	6.0	n.a	n.a	n.a	n.a
Lindsay (Australia)	270.8	472.1	5.1	4.9	4.5	4.3	7.1%
CTI Logistics (Australia)	155.7	263.7	4.8	5.1	4.3	3.8	15.2%
MOVE Logistics (NZ)	25.5	211.9	8.4	n.a	n.a	n.a	n.a
Wiseway (Australia)	20.9	41.3	5.1	n.a	n.a	n.a	n.a
<b>Median</b>	<b>385.1</b>	<b>502.2</b>	<b>7.2</b>	<b>10.1</b>	<b>9.4</b>	<b>8.8</b>	<b>7.3%</b>

Source: S&P Capital IQ, Kroll analysis.

The following table sets out the implied LTM and forecast Underlying EBITDA multiples for the selected comparable listed companies as at 15 July 2025, on an underlying and post-AASB 16 Leases basis.

**Selected Comparable Listed Logistics Services Companies as at 15 July 2025**

Company (Country of Listing)	Market Capitalisation (A\$ million)	Enterprise Value (A\$ million)	Enterprise Value / EBITDA				EBITDA Growth FY+1 to FY+3 CAGR
			LTM	FY+1	FY+2	FY+3	
Qube (Australia)	7,518.4	9,494.5	15.0	15.2	13.9	13.2	7.5%
Mainfreight (NZ)	6,064.1	7,129.5	10.3	9.6	8.9	8.3	7.7%
Freightways (NZ)	1,827.1	2,388.3	10.9	10.6	9.8	9.0	8.4%
K&S (Australia)	458.4	532.1	6.2	n.a	n.a	n.a	n.a
Lindsay (Australia)	261.9	477.1	5.4	5.9	4.4	4.1	19.7%
CTI Logistics (Australia)	148.2	279.9	5.9	5.4	4.4	3.9	17.7%
MOVE Logistics (NZ)	21.7	203.3	6.4	n.a	n.a	n.a	n.a
Wiseway (Australia)	26.8	50.6	6.1	n.a	n.a	n.a	n.a
<b>Median</b>	<b>360.2</b>	<b>504.6</b>	<b>6.3</b>	<b>9.6</b>	<b>8.9</b>	<b>8.3</b>	<b>8.4%</b>

Source: S&P Capital IQ, Kroll analysis.

The analysis indicates that:

- EBITDA multiples at which selected comparable listed companies were trading as at 16 December 2024 were broadly similar as at 15 July 2025, albeit slightly higher (on a median basis) across all periods presented; and
- FY+1 multiples for Lindsay Australia Limited (**Lindsay**) and CTI Logistics Limited (**CTI**), which Kroll considers the most comparable companies for purposes of assessing an appropriate multiple, as at 15 July 2025 (5.9 times and 5.4 times respectively), were higher than as at 16 December 2024 (4.9 times and 5.1 times respectively), by approximately 20.4% and 5.9% respectively. Meanwhile, FY+2 and FY+3 multiples exhibit less movement.

On balance, Kroll considers that there has been no material movement in the multiples that would cause us to change our valuation of Silk.

**Transaction evidence**

Kroll notes that no new comparable transactions have taken place since we issued our Original IER.

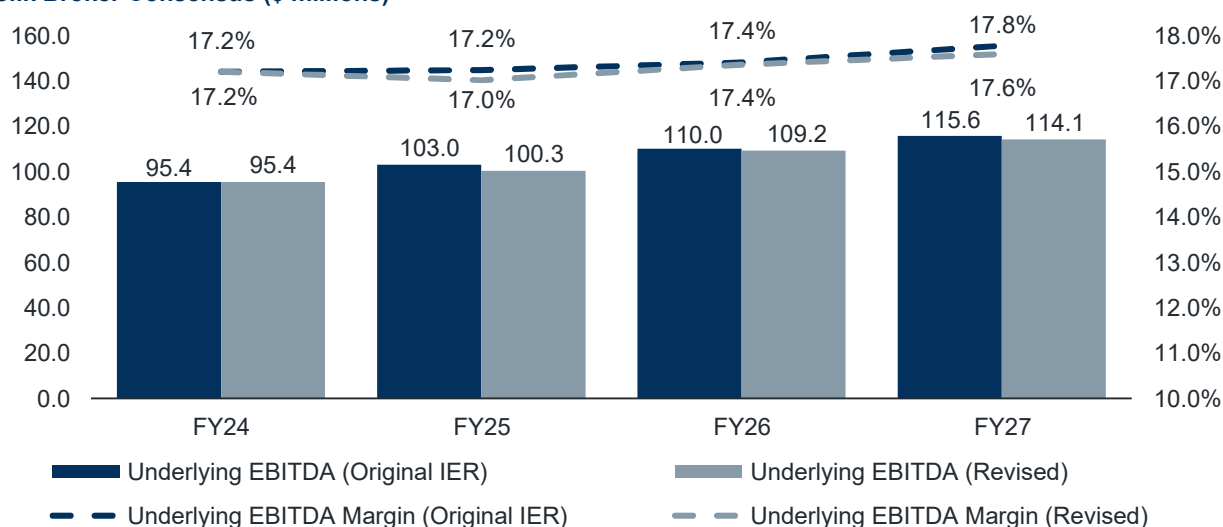
### 3.5 Broker reports

Silk did not provide guidance in its 1H25 results announcement, nor has it released any subsequent trading updates as at the date of this report. In order to provide an indication as to whether Silk's expected future financial performance has changed since Kroll issued its Original IER, we have considered broker forecasts.

As far as Kroll is aware, Silk is followed by three brokers. However, only two brokers have published reports since Kroll issued its Original IER, neither of which are advisors on the Transaction.

The following chart illustrates the changes in brokers consensus for Silk's Underlying EBITDA<sup>19</sup> on a post-AASB 16 Leases basis for FY25 to FY27 since the Original IER.

**Silk Broker Consensus (\$ millions)**



Source: Broker reports.

In relation to Silk's updated broker consensus, we note:

- the revised FY25, FY26 and FY27 Underlying EBITDA and Underlying EBITDA margins reflect the median of two broker forecasts. In the Original IER, these figures reflected the median of three brokers. In addition, only one broker provides forecasts for revenue and Underlying EBITDA by segment;
- median forecast Underlying EBITDA on a post-AASB 16 Leases basis is uniformly lower, albeit marginally, across all periods, with FY25, FY26 and FY27 down by approximately 2.7%, 0.8% and 1.3% respectively. This is primarily driven by a downgrade in Underlying EBITDA estimates by one broker, which reflected changes for 1H25 results and trading conditions, including expectations of slower throughput in quarter year ended 30 June 2025 (**4Q25**), due to factors such as Cyclone Alfred as well as softer consumer and corporate activity ahead of the Australian federal election. These events are one off and should not change the underlying performance of Silk in the long term. Comparatively, minor changes to FY25 to FY27 estimates were made by the other broker;
- median Underlying EBITDA margins are approximately 20 basis points (**bps**) lower in FY25 and FY27, and remain in line with previous expectations in FY26; and
- the updated consensus forecasts a slightly stronger Underlying EBITDA growth profile from FY25 to FY27 compared to prior expectations. Median Underlying EBITDA is forecast to grow at a compound annual growth rate (**CAGR**) of approximately 6.7% from FY25 to FY27, compared to 5.9% previously.

In our view, having regard to the changes identified in the broker consensus above, there has been no material change to the underlying financial outlook of Silk since Kroll issued its Original IER.

<sup>19</sup> Underlying EBITDA is statutory EBITDA, adjusted to exclude exceptional items.

## 4 Subsequent events

### Silk ASX announcements in relation to the Scheme since Original IER

Date of Announcement	Announcement	Impact on Scheme
27 February 2025	Silk announced that the Court issued orders postponing the Scheme Meeting, with the revised date of the Scheme Meeting set to 28 March 2025.	Scheme Meeting postponed from 7 March 2025 to 28 March 2025.
13 March 2025	In a Statement of Issues ( <b>SOI</b> ) published on 13 March 2025, the ACCC outlined preliminary concerns in relation to the Scheme. The ACCC sought comments on the matters raised in the SOI by 27 March 2025 and indicated a financial decision on 5 June 2025.	No change to the timing of the Scheme Meeting.
21 March 2025	Silk proposes to postpone the Scheme Meeting, with the revised date of the Scheme Meeting (subject to court order) expected to be 20 June 2025.	No change to the timing of the Scheme Meeting.
24 March 2025	Silk announced that the Court issued orders postponing the Scheme Meeting, with the revised date of the Scheme Meeting scheduled for 20 June 2025.	Scheme Meeting postponed from 28 March 2025 to 20 June 2025.
9 April 2025	Silk acknowledges the decision made by the ACCC on 8 April 2025 to pause the timeline for its consideration of the matters raised in the SOI pending the receipt of further information from DP World Australia and Silk. No revised financial decision date was provided.	No change to the timing of the Scheme Meeting.
23 May 2025	Silk announced that the ACCC had updated its public register to advise that it had resumed its review of the Scheme and set a revised date for the announcement of its findings of 10 July 2025.	No change to the timing of the Scheme Meeting.
13 June 2025	Silk announced its intention to approach the Court for orders in connection with postponing the Scheme Meeting.	No change to the timing of the Scheme Meeting.
16 June 2025	Silk announced the postponement of the Scheme Meeting, advising that the court issued orders: <ul style="list-style-type: none"> <li>▪ postponing the Scheme Meeting to a date to be fixed;</li> <li>and</li> <li>▪ adjourning proceedings to 17 July 2025.</li> </ul>	Scheme Meeting postponed to a date to be fixed.
27 June 2025	Silk announced the extension of the End Date for the purpose of the Scheme Implementation Deed ( <b>SID</b> ), as agreed with DP World Australia, to the later of: <ul style="list-style-type: none"> <li>▪ 10 July 2025; and</li> <li>▪ if the ACCC notifies the Buyer in writing on or prior to 10 July 2025 that the ACCC does not propose to intervene in the Scheme, 7 August 2025.</li> </ul>	Scheme Meeting remains at a date to be fixed.
4 July 2025	Silk announced that the ACCC confirmed that it will not oppose the Scheme.	Scheme Meeting remains at a date to be fixed.

Source: Various Silk ASX announcements.

During the period whilst the Scheme has been subject to the ACCC's review, Silk has made various key announcements including:

- as part of its 1H25 results, Silk recognised a deferred earn out payment of \$10.7 million (the **Provision**) for the liability represented by that part of the Secon Earn Out<sup>20</sup> which is referable to Secon's EBITDA for FY25 (the **Final Secon Earnout Payment**). On 14 April 2025, Silk announced that due to Secon's recent outperformance, the Final Secon Earn Out Payment will be materially higher than the Provision. Whilst Silk further acknowledged that it was not yet in a position to calculate the Final Secon Earn Out Payment with a reasonable degree of certainty but based on Secon's YTD trading and current management estimates for the remainder of FY25 (which are

<sup>20</sup> On 4 August 2024, Silk announced that it had entered into a binding agreement to acquire all of the shares in Secon for \$30 million upfront cash and \$5 million in Silk shares, plus a deferred earn out payment (payable in cash) determined by reference to 5.0x annual EBITDA achieved by Secon in each of FY24 and FY25.

unaudited), Silk expected the Final Second Earn Out Payment to be within a range of \$20 to \$25 million.<sup>21</sup> We note that this represents an amount that is greater than the estimate of the FY25 earn-out payment included in the Original IER.

- on 21 May 2025, the resignation of Chief Financial Officer (**CFO**), Mr James Nicholias, and appointment of Acting CFO, Michelle Cao.<sup>22</sup>

## 5 Other matters

This Supplementary Independent Expert's Report should be read in conjunction with, and not independently of, the information set out in the Original IER, included within the Scheme Booklet dated 23 December 2024. All limitations, disclaimers and declarations set out in that report apply in full to this report.

Our report has also been prepared in accordance with the relevant provisions of the Corporations Act and other applicable Australian regulatory requirements and has been prepared solely for the purpose of assisting Silk Shareholders in considering whether to vote in favour of 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.

This report constitutes general financial product advice and has been prepared without taking into consideration the individual circumstances of Silk Shareholders. This advice therefore does not consider the financial situation, objectives or needs of individual Silk Shareholders.

The decision of Silk Shareholders as to whether or not to approve the Scheme is a matter for individual shareholders who should, therefore, consider the appropriateness of our opinion to their specific circumstances. As an individual's decision to vote for or against the Scheme may be influenced by their particular circumstances, we recommend that individual Silk Shareholders, including residents of foreign jurisdictions, seek their own independent professional advice.

Our opinion is based solely on information available as at the date of this report and reflects circumstances and conditions at that date.

All currency amounts in this report are denominated in Australian dollars (\$) unless otherwise stated. References to a financial year have been abbreviated to FY and references to half years have been abbreviated to '1H' or '2H'. For Silk, the financial year is 12 months to 30 June and half years are the six months to 31 December.

Kroll's Financial Services is included at the end of this Supplementary Independent Expert's Report.

Yours faithfully



Ian Jedlin  
Authorised Representative



Celeste Oakley  
Authorised Representative

<sup>21</sup> Silk ASX Announcement, 14 April 2025.

<sup>22</sup> Silk ASX Announcement, 21 May 2025.

## Part Two – Financial Services Guide

### What is an FSG?

This Financial Services Guide (“FSG”) is an important document that provides you with information to help you decide whether to use our financial services.

This FSG contains information on:

- who we are;
- who our authorised representatives are;
- how we can be contacted;
- certain financial services that we can offer you;
- how we, our authorised representatives and other parties involved in providing the financial services are paid in relation to the financial services we offer; and
- details of how you can make a complaint about us or the financial services we provide.

### Who we are?

Kroll Australia Pty Ltd (ACN 116 738 535), (“We”, “us” and “Kroll”) is authorised to provide retail financial services on behalf of Millinium Capital Managers Limited (ACN 111 283 357) (“Millinium”), Australian Financial Services License (“AFSL”) no. 284336, as a Corporate Authorised Representative (“CAR”). We have also appointed Mr. Ian Jedlin and Ms. Celeste Oakley as authorised representatives to Millinium’s AFSL (our “Authorised Representative”). All authorised representatives of Kroll are authorised representatives of Millinium. We aim to provide quality financial products and services to investors. Kroll acts on its own behalf when providing financial services.

Kroll has been engaged by Silk Logistics Holding Limited (“Client”) to prepare a Supplementary Independent Expert’s Report (“Report”) in relation to the proposed acquisition by DP World Australia Limited of Client. The Client will provide our Report to you.

### Our details

Kroll Australia Pty Ltd  
Level 32, 85 Castlereagh St  
SYDNEY  
NSW 2000  
[www.kroll.com](http://www.kroll.com)  
Ph: 02 8286 7200

### Our Authorised Representatives

Ian Jedlin  
ASIC authorised representative: No. 000404117  
Level 32, 85 Castlereagh St, SYDNEY, NSW 2000

Celeste Oakley

ASIC authorised representative: No. 001309836  
Level 32, 85 Castlereagh St, SYDNEY, NSW 2000

### Authorised Financial Services

Kroll is authorised by Millinium to provide the following financial services as their CAR:

- provide financial product advice in respect of the following classes of financial products:
    - interests in managed investment schemes including investor directed portfolio services; and
    - securities,
- with respect to retail clients and wholesale clients.

This FSG only relates to the provision of general advice by Kroll.

### Personal Advice

Neither we nor our authorised representatives can provide you with personal advice. Personal advice is advice that takes into account your objectives, financial situation and needs. Where you are referred to a financial planner for personal advice, they will make reasonable enquiries to understand your personal objectives, financial situation and needs. Their personal advice, and any relevant warnings, will be provided to you in their Statement of Advice (“SOA”).

### Remuneration

Kroll 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 Kroll \$25,000 (excluding GST and out of pocket expenses) for preparing the Report. Kroll and its officers, representatives, related entities and associates (“Personnel”) will not receive any other fee or benefit in connection with the provision of the Report. All Personnel that provide general advice on our behalf in providing services are on contract to us and receive a salary or payments in accordance with their respective contracts. They may also receive a bonus, but it is not related to the general advice provided in the Report.

Kroll may provide professional services, including consultancy, business intelligence, transfer pricing and financial advisory services, to the person who engaged us and receive fees for those services Kroll and any of its associated entities may at any time provide

professional services to financial product issuers in the ordinary course of business.

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.

### **Complaint Redressal**

If you have a complaint, please let either Kroll or the Authorised Representative know. Formal complaints should be sent in writing to Complaints Officer, Kroll, Level 32, 85 Castlereagh St, SYDNEY, NSW 2000. If you have difficulty in putting your complaint in writing, please telephone the Complaints Officer on 02 8286 7227 and they will assist you in documenting your complaint. If the complaint cannot be settled in the first instance by Kroll, you should contact Millinium via the contact details set out below:

In writing:

Dispute Resolution Officer  
Millinium Capital Managers Limited  
GPO Box 615  
Sydney, NSW, 2000

When your complaint is received by Millinium it will be entered onto Millinium's complaints register. All details of the complaint will be sent to the Disputes Resolution Officer who will investigate the circumstances of the complaint. If the Disputes Resolution Officer is unable to reach a satisfactory resolution of the complaint within thirty (30) business days of receipt, you should contact Australian Financial Complaints Authority ("AFCA"). The details are:

In writing:

<https://www.afca.org.au/make-a-complaint>

Telephone

1300 56 55 62 (local call rate)

Email

[info@afca.org.au](mailto:info@afca.org.au)

Website

[www.afca.org.au](http://www.afca.org.au)

Please note that AFCA can currently only deal with claims for compensation up to \$1,085,000. Monetary limits and the AFCA terms of reference do change from time to time. Current details can be obtained from the AFCA website listed above.

## Corporate Directory

### Silk Logistics Holdings Limited

Unit 3  
850 Lorimer Street  
Port Melbourne VIC 3207

### Financial Adviser

#### Barrenjoey Advisory Pty Limited

Quay Quarter Tower  
Level 19  
50 Bridge Street  
Sydney NSW 2000

### Legal Adviser

#### Hamilton Locke Pty Ltd

Level 33  
360 Collins Street  
Melbourne VIC 3000

### Independent Expert

#### Kroll Australia Pty Ltd

85 Castlereagh St  
Sydney NSW 2000

### Silk Registry

#### Boardroom Pty Limited

Level 8, 210 George Street  
Sydney NSW 2000 Australia

**Annexure B – Cover Letter**

For personal use only

17 July 2025

Dear Shareholder,

**Supplementary Scheme Booklet and date fixed for Scheme Meeting on Friday, 1 August 2025 at 10.00am (Sydney time)**

As announced by Silk Logistics Holdings Limited (the ‘**Company**’ or ‘**Silk**’) to the ASX on 17 July 2025, the Supreme Court of New South Wales (‘**Court**’) has made orders that a meeting of shareholders of Silk (‘**Scheme Meeting**’) to consider and vote on the proposed acquisition by DP World Australia Limited ACN 129 842 093 (‘**DP World Australia**’) of all of the issued shares in Silk by way of a scheme of arrangement (‘**Scheme**’) be held at the offices of Deloitte Touche Tohmatsu, 477 Collins Street, Melbourne, Victoria 3000 on Friday, 1 August 2025 commencing at 10:00am (Sydney time).

The Company is pleased to provide you with a copy of the Supplementary Scheme Booklet, which contains updated important information about the Scheme. The Supplementary Scheme Booklet also contains a Supplementary Independent Expert’s Report (**Supplementary Meeting Materials**). The Company will not be dispatching physical copies of the Supplementary Meeting Materials, unless a shareholder has elected to receive a hard copy. The Supplementary Meeting Materials are available for viewing and downloading at <https://boardroomlimited.com.au/agm/slhscheme2025>.

If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Supplementary Meeting Materials and the instructions to submit your proxy vote directions online.

If you have not elected to receive notices by electronic communication, a copy of this letter and your personalised proxy form will arrive by post. This hard copy correspondence is expected to be dispatched by 24 July 2025.

If you are unable to access the Supplementary Meeting Materials online please contact our share registry Boardroom Pty Limited via <https://boardroomlimited.com.au/agm/slhscheme2025> or 1300 118 942 (within Australia) or +61 2 8023 5456 (outside Australia) between 9:00am and 5:30pm (Sydney time) Monday to Friday, to arrange a copy to be mailed to you.

Any shareholders who wish to attend the Scheme Meeting should monitor the Scheme Meeting page at <https://boardroomlimited.com.au/agm/slhscheme2025> and its ASX announcements for any updates about the Scheme Meeting. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Scheme Meeting, the Company will make further information available through the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX: SLH) and on <https://boardroomlimited.com.au/agm/slhscheme2025>. Shareholders are encouraged to lodge their completed proxy forms in accordance with the instructions in the Supplementary Scheme Booklet.

Yours sincerely,



Melanie Leydin  
Company Secretary  
Silk Logistics Holdings Limited



#### All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (Sydney time) on Wednesday, 30 July 2025.**

### 🖥️ TO APPOINT A PROXY ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/slhscheme2025>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Scheme Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Scheme Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Scheme Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the Scheme Meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy, you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2: VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3: SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4: LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the Scheme Meeting, therefore **before 10:00am (Sydney time) on Wednesday, 30 July 2025.** Any Proxy Form received after that time will not be valid for the scheduled Scheme Meeting.

Proxy forms may be lodged using the enclosed Reply-Paid Envelope or:

🖥️ **Online** <https://www.votingonline.com.au/slhscheme2025>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Scheme Meeting

If you wish to attend the Scheme Meeting, please bring this form with you to assist registration.

# Silk Logistics Holdings Limited

ACN 165 867 372

## Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Silk Logistics Holdings Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Scheme Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Scheme Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Scheme Meeting as my/our proxy at the **Scheme Meeting** of the Company to be held at the offices of **Deloitte Touche Tohmatsu, 477 Collins Street, Melbourne VIC 3000 on Friday 1 August 2025 at 10:00am (Sydney time)** and at any adjournment of the Scheme Meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Scheme Meeting intends to vote undirected proxies **in favour** of the item of business at the Scheme Meeting.

### STEP 2 VOTING DIRECTIONS

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

#### Scheme Resolution Approval of the Scheme of Arrangement (Special 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 Silk Logistics Holdings Limited ACN 165 867 372 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 Silk Logistics Holdings Limited ACN 165 867 372 and DP World Australia Limited ACN 129 842 093 and approved by the Court or any modifications, alterations or conditions as thought just by the Court to which Silk Logistics Holdings Limited ACN 165 867 372 and DP World Australia Limited ACN 129 842 093 agree in writing); and*

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*(b) the directors of Silk Logistics Holdings Limited ACN 165 867 372 are authorised, subject to the terms of the Scheme Implementation Deed:*

*(i) to agree to any modifications, alterations or conditions with DP World Australia Limited ACN 129 842 093;*

*(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."*

### STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2025