



**Australian Government**

**Takeovers Panel**

# MEDIA RELEASE

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No: TP17/56

Friday, 17 November 2017

## **MMA Offshore Limited – Panel Receives Application**

The Panel has received an application from Halom Investments Pte Ltd in relation to the affairs of MMA Offshore Limited (ASX: MRM) (**MMA**).

Details of the application, as submitted by the applicant, are below.

A sitting Panel has not been appointed at this stage and no decision has been made whether to conduct proceedings. The Panel makes no comment on the merits of the application.

### **Details**

On 16 November 2017, MMA announced an equity raising (**Equity Offer**) consisting of a 1 for 1 accelerated non-renouncable pro-rata entitlement offer to raise approximately \$74.6 million (**Entitlement Offer**) and a \$22.4 million institutional placement to existing and new investors (**Placement**).

The issue of new MMA shares under the Placement and the institutional component of the Entitlement Offer are proposed to occur before the record date for determining voting entitlements at MMA's 2017 AGM. The business to be considered at the AGM includes resolutions regarding changes to the MMA board, which were requisitioned by the applicant.

The applicant submits that the Equity Offer appears designed to ensure that the incumbent directors are able to maintain control of the MMA board and that it distorts the voting power of current MMA shareholders. The applicant also submits that not all reasonable steps have been taken to mitigate the "*risks of control passing to a small number of participants*" in the Equity Offer.

The applicant seeks interim orders that the settlement and allotment date of the new MMA shares to be issued under the Placement and the institutional component of the Entitlement Offer be postponed until the Panel issues final orders.

The applicant seeks final orders to the effect that:

- the new MMA shares to be issued under the Equity Offer be issued after the record date for determining voting entitlements at the AGM or the holders of the new MMA shares be prohibited from voting at the AGM in respect of those new MMA shares and
- MMA restructure the Entitlement Offer to be renounceable with a facility for eligible shareholders to apply for additional shares under a shortfall facility with only the remaining shortfall shares being delivered to the underwriter or sub-underwriter(s) after applications from eligible shareholders are exhausted.

Allan Bulman  
Director, Takeovers Panel  
Level 10, 63 Exhibition Street  
Melbourne VIC 3000  
Ph: +61 3 9655 3500  
[takeovers@takeovers.gov.au](mailto:takeovers@takeovers.gov.au)