



Allens Arthur Robinson

Date 2 February 2007

ABN 47 702 999 798

Page 1 of 5

530 Collins Street
Melbourne VIC 3000

From Allens Arthur Robinson

Australia

To Company Announcements Officer, Australian
Securities Exchange Limited

Tel 61 3 9614 1011
Fax 61 3 9614 4661

Fax 1900 999 279

Correspondence
GPO Box 1776Q
Melbourne VIC 3001
Australia
DX 30999 Melbourne

www.aar.com.au

For Immediate Release

For enquiries ring 61 3 9613 8971

Dear Sir/Madam

**Takeover Bid by Robert Bosch Investment Nederland B.V.
in relation to Pacifica Group Limited**

We act for Robert Bosch Investment Nederland B.V. (**Bosch**), a wholly owned subsidiary of Robert Bosch GmbH, in connection with its takeover offer for all of the ordinary shares in Pacifica Group Limited (ABN 69 006 530 641).

Refer to the attached ASX release from Bosch.

Yours faithfully



Attach

Our Ref VXWM:CRHM:305673239

mcmn A01080/3803v1 305673239

This document and any following pages may contain personal information and is intended solely for the named addressee. It is confidential and may be subject to legal or other professional privilege. Any confidentiality or privilege is not waived or lost because this document has been sent to you by mistake. The copying or distribution of this document or any information in it by anyone other than the addressee, is prohibited. If you have received this document in error, please let us know by telephone, and then return it by mail to the address above. We will refund your costs of doing so. Any personal information in this document must be handled in accordance with the Privacy Act 1988 (Cth). We may collect personal information about you in the course of our dealings with you. Our privacy statement (www.aar.com.au/general/privacy.htm) tells you how we usually collect and use your personal information and how you can access it.

Bangkok
Beijing
Brisbane
Hong Kong
Jakarta
Melbourne
Perth
Phnom Penh
Port Moresby
Shanghai
Singapore
Sydney

ASX Announcement

2 February, 2007

Pacifica Offer now free from all necessary regulatory conditions

Stuttgart: Bosch Group ("Bosch"), through its wholly owned subsidiary Robert Bosch Investment Nederland B.V., confirms that it has received notice from the Australian Competition and Consumer Commission that it will not intervene in Bosch's proposed acquisition of Pacifica Group Ltd ("Pacifica"). This follows the recent receipt of regulatory clearance from the Italian and Turkish competition regulators and the clearance received earlier by the United States' and German competition regulators. As a result, Bosch is pleased to announce that all necessary regulatory approvals relating to the Bosch Offer for Pacifica have now been obtained.

Undertaking to waive remaining conditions

Bosch has previously undertaken to Pacifica to waive all remaining conditions of its offer upon:

- having received sufficient acceptances so as to have a relevant interest in more than 50% of Pacifica shares; and
- obtaining all necessary regulatory approvals,

provided that no conditions of the Offer have been breached prior to that time.

Acceptances totalling over 18% have been received to date.

Intention to accelerate payment

The Bosch Offer is currently scheduled to close on 25 February 2007 and shareholders who have not yet accepted are encouraged to do so as soon as possible. In order to encourage shareholders to accept promptly, Bosch announces that it intends to accelerate its payment terms if it receives sufficient acceptances so as to satisfy its more than 50% minimum acceptance condition by 1:00 pm on 15 February 2007. If this is achieved, Bosch will make payment of consideration within 10 days of the later of the offer becoming unconditional and the processing of a valid acceptance.

Institutional Acceptance Facility

Bosch recognises that there may be some Pacifica institutional shareholders who are supportive of the Bosch Offer, but may not be able to accept the Offer while it remains subject to conditions. Accordingly, Bosch has established an Institutional Acceptance Facility

("Facility") in relation to its Offer, whereby Pacific Custodians Pty Limited, a wholly owned subsidiary of Bosch's share registrar, Link Market Services Limited, will hold acceptance instructions on behalf of certain professional investors and wholesale holders (within the meaning of sections 9 and 648J of the *Corporations Act*, respectively) who hold Pacifica shares either directly or beneficially ("Institutions").

These acceptance instructions will be lodged as formal acceptances of the Bosch Offer once the total number of Pacifica shares which are the subject of acceptance instructions held in the facility, together with the total number of Pacifica shares in which Bosch has a relevant interest, is more than 50% of the total Pacifica shares on issue. Bosch will report to ASX acceptances under its offer and acceptances into the Institutional Acceptance Facility where there is an aggregate movement of 1% or more in its interest in Pacifica shares. Details of the Facility are set out in the attachment to this announcement.

Dr. Bernd Bohr, member of the Bosch Board of Management and Chairman of the Automotive Group, said: "Today's announcement of the receipt of all necessary regulatory approvals is an important milestone. We are delighted to announce our intention to accelerate payment if the more than 50% minimum acceptance condition is satisfied by 15 February. We strongly encourage shareholders who have not yet accepted the offer to do so by this date."

The Directors of Pacifica have unanimously recommended that Pacifica shareholders accept Bosch's cash Offer of A\$2.20 per share. All of the Directors of Pacifica have accepted the offer in respect of their personal shareholdings.

If Pacifica shareholders have questions in relation to Bosch's revised offer, they should call the Bosch Offer Information Line in 1300 851 395 (international callers should call +61 2 8280 7913).

For further media enquiries, please contact

Deutsche Bank
Alex Cartel
Director
Tel: (03) 9270 4475

Robert Bosch (Australia) Pty Ltd
Alex Haberle
Press Contact
Tel: (03) 9541 7924

Attachment

Summary of Institutional Acceptance Facility

The following sets out the key details of the Facility, including the proposed public reporting regime.

1. The applicable Institutions will be invited to lodge acceptance instructions (in the form of acceptance forms and/or directions to their custodians to accept (or cause the acceptance of) the Offer) with Pacific Custodians Pty Limited (**Operator**), who will hold those acceptance instructions subject to a bare trust arrangement as an acceptance collection agent. The Facility will not result in Operator acquiring a relevant interest in any of the Pacifica shares the subject of the acceptance instructions that are lodged under the Facility.
2. When lodging their acceptance instructions with Operator under the Facility, the Institutions will direct Operator to lodge the acceptance instructions (by lodging the applicable acceptance forms and/or providing the directions to the applicable custodians) as acceptances of Bosch's Offer when Operator receives written confirmation from Bosch regarding its intention to free the Offer of its remaining defeating conditions, in the form of a 'Confirmation Letter' from Bosch. The provision of the Confirmation Letter by Bosch to Operator will therefore be the 'trigger event' under the Facility.
3. The Confirmation Letter will confirm that Bosch will free the Offer of its remaining defeating conditions (to the extent that those conditions are not otherwise already satisfied) immediately after:
 - (a) Operator has delivered all acceptance forms and custodian directions held by it at the time of delivery of the Confirmation Letter to Operator (where those forms or directions are held subject to the Facility) to Bosch or the relevant custodian (as appropriate); and
 - (b) those acceptance forms and directions have been implemented (including all relevant acceptance forms having been acted upon by the relevant controlling participant to the extent that they relate to Pacifica shares held on the CHESSE subregister of Pacifica), provided that none of the remaining defeating conditions of the Offer is triggered (unless the triggering of the condition is waived by Bosch) before Bosch frees the Offer of its remaining defeating conditions.
4. The date of delivery of the Confirmation Letter will be at Bosch's discretion.
5. The Institutions will retain all rights and control over their Pacifica shares during the period before Operator receives the Confirmation Letter from Bosch, and, in particular, will be able to withdraw their acceptance instructions from the Facility prior to that time (in their absolute discretion) by written notice to Operator.
6. Notices will be issued to ASX reflecting the number of Pacifica shares that are subject to acceptance instructions under the Facility. In particular:
 - (a) It is anticipated that the notices will be provided to ASX on the business day following a change of 1% in the aggregate number of Pacifica shares that are the subject of actual or proposed acceptances (that is, the aggregate of the Pacifica shares that are the subject of the acceptance forms and directions to custodians under the Facility and the Pacifica shares that are the subject of acceptances under the Offer).
 - (b) In accordance with the *Corporations Act*, Bosch will continue to provide substantial shareholder notices to ASX and Pacifica (in the ordinary form) in relation to increases of

1% in the acceptances under the Offer. Bosch intends to disclose the aggregate position described in paragraph (a) above at the same time that it provides those substantial shareholder notices to ASX.

7. Operator will be remunerated in accordance with its standard custodial services fees for work performed in its capacity as the acceptance collection agent under the Facility.