



**THIS NOTICE IS SENT BY ORDER OF
THE SUPREME COURT OF VICTORIA**

NOTICE TO GROUP MEMBERS: OPT OUT OR REGISTRATION

FREEDOM FOODS CLASS ACTION

Proceeding No. S ECI 2020 04505

**Nicholas John Gehrke and Lester Buch v Noumi Limited (formerly
Freedom Foods Group Ltd) and Deloitte Touche Tohmatsu**

The Supreme Court of Victoria has ordered that you receive this notice because you may be a group member in the Freedom Foods Class Action.

If you are a group member:

- (a) You **must** register by **15 November 2023** in order to be eligible to receive any compensation if there is a settlement reached at the mediation on 4 December 2023 or before 3 May 2024. To participate in any such settlement, you must register your interest before the deadline.
- (b) If you do not want your rights determined by the class action, you may opt out by **15 November 2023**. If you opt out, your claim will not be resolved as part of the Freedom Foods Class Action but you may pursue such rights as you may have independently.
- (c) If you do nothing, you will remain a group member in the class action but, subject to further order of the Court, you **will not** be permitted to participate in any settlement reached at mediation or that occurs by 3 May 2024.

If there is anything in this Notice that you do not understand, you should use the contact information at Section 7 below to make enquiries or seek independent legal advice.

**IT IS IMPORTANT THAT YOU READ THIS NOTICE CAREFULLY
BECAUSE IT MAY AFFECT YOUR LEGAL RIGHTS**

1 WHAT IS A CLASS ACTION?

- 1.1 A class action is a legal case in which one or more plaintiffs make a claim for themselves and on behalf of other people. The people make a claim together because their claims arise out of the same, similar, or related circumstances. The group of people are referred to as 'group members'.
- 1.2 Group members in a class action **are not** individually responsible for the legal costs associated with bringing the class action. In a class action, only the plaintiff is responsible for the costs. Further information regarding the funding of the class action is contained in Section 6 below.
- 1.3 If a class action is resolved — either by the Court delivering a judgment, or by an agreed settlement that is approved by the Court — the resolution binds all persons who are group members unless they have opted out of the class action. Once the Freedom Foods Class Action is resolved, group members will not be able to pursue the same claims against Noumi Limited (**Noumi**) (formerly Freedom Foods Group Limited) or Deloitte Touche Tohmatsu (**Deloitte**) in other legal proceedings and may not be able to pursue similar or related claims.
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2 WHY HAVE YOU RECEIVED THIS NOTICE?

- 2.1 You have been sent this Notice because you have been identified as someone who may be a group member in the Freedom Foods Class Action.
- 2.2 You are a group member in the Freedom Foods Class Action if:
- (a) you acquired an interest in fully paid ordinary shares in Noumi, an interest in American Depositary Receipts that represent Noumi Shares and/or a long exposure to Noumi shares by entering into equity swap confirmations in respect of ordinary shares in Noumi, between 7 December 2014 and 24 June 2020 (inclusive) (**Claim Period**);
 - (b) you have suffered loss or damage by reason of the conduct of Noumi and Deloitte alleged in the Statement of Claim; and
 - (c) you are not:
 - (i) a related party, related body corporate, associated entity, or officer or close associate of Noumi or Deloitte; or

- (ii) a Justice or the Chief Justice of the Supreme Court of Victoria, or a Justice or the Chief Justice of the High Court of Australia.

- 2.3 If you believe that you meet the above description of group member, you should read this Notice carefully as it will affect your rights. If you are unsure whether you are a group member, you should seek your own legal advice without delay.
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3 INFORMATION ABOUT THE FREEDOM FOODS CLASS ACTION

- 3.1 The Freedom Foods Class Action has two lead plaintiffs, Nicholas John Gehrke and Lester Buch. The class action is brought against Noumi and Deloitte in the Supreme Court of Victoria on behalf of all persons who acquired an interest in fully paid ordinary shares in Noumi, an interest in American Depositary Receipts that represent Noumi shares and/or a long exposure to Noumi shares by entering into equity swap confirmations in respect of ordinary shares in Noumi during the Claim Period. The plaintiffs in a class action do not need to seek the consent of group members to commence a class action on their behalf or to identify a specific group member.
- 3.2 The Freedom Foods Class Action relates to allegations that Noumi and Deloitte made misleading representations and further, that Noumi failed to comply with its continuous disclosure obligations as an ASX-listed company, breaching relevant provisions of the *Corporations Act 2001* (Cth) and *Australian Securities and Investments Commission Act 2001* (Cth).
- 3.3 The class action alleges that because of this conduct, group members paid more for shares in Noumi than would have been the case had Noumi and/or Deloitte complied with their respective obligations. Alternatively, the class action alleges that some group members would not have purchased shares in Noumi had the alleged wrongdoing not occurred. Noumi and Deloitte deny the claims made against them by the plaintiffs.
- 3.4 Slater and Gordon Lawyers and Phi Finney McDonald (together, the **plaintiffs' lawyers**) are acting jointly for the group members in the Freedom Foods Class Action. Each law firm conducts approximately 50% of the work resulting in an approximate 50% split of the fees, disbursements and other costs in the proceeding.
- 3.5 The Supreme Court of Victoria has ordered that this Notice be distributed for the information of persons who may be affected by the Freedom Foods Class Action.

- 3.6 You should read this Notice carefully. Any questions you have concerning the matters contained in this Notice should not be directed to the Court. If there is anything in it that you do not understand, you should seek legal advice.

4 YOUR OPTIONS

- 4.1 You have the following options that you may elect to take in response to this Notice.

OPTION 1 – REGISTER YOUR INTEREST TO RECEIVE COMPENSATION

- 4.2 You must register if you wish to be eligible to claim money from any settlement of the Freedom Foods Class Action monies resulting from a settlement at the December 2023 Court Ordered Mediation or by 3 May 2024.

What is registration?

- 4.3 You may register your claim by either:

- (a) completing the Group Member Registration Form hosted by Omni Bridgeway at: <https://portal.omnibridgeway.com/noumi>; or
- (b) completing an “**OPTION 1: REGISTRATION FORM**” at Schedule 1 to this Notice and returning it to Omni Bridgeway:
 - (i) by post to:

Omni Bridgeway
PO Box 5106
PERTH WA 6831
AUSTRALIA
 - (ii) or by email to freedomfoods@omnibridgeway.com

- 4.4 You must register your claim by **4.00pm AEDT on 15 November 2023** to be eligible to participate in any settlement reached at the mediation on 4 December 2023 or before 3 May 2024.

- 4.5 If you register for the Freedom Foods Class Action:

- (a) you may be eligible to receive compensation as part of any settlement that occurs at the Court Ordered Mediation or by 3 May 2024 (provided that it is approved by the Court and you satisfy any eligibility requirements); and

(b) you will be bound by any resolution of the class action (meaning that you will not be permitted to bring any future claims related to the subject matter litigated in the Freedom Foods Class Action).

4.6 If you register, you will not under any circumstances be liable to pay any “out of pocket” costs to Phi Finney McDonald, Slater and Gordon Lawyers, and/or Omni Bridgeway simply by registering for the Freedom Foods Class Action.

4.7 If you previously completed and returned a legal costs agreement with Phi Finney McDonald or Slater and Gordon Lawyers in the Freedom Foods Class Action (and have provided details of your trading of Noumi shares), you do not have to take any further steps to register your claim. This is because you have already taken the steps necessary to register your claim.

4.8 If you have any difficulty registering, please contact Omni Bridgeway at freedomfoods@omnibridgeway.com, or by telephone at 1800 016 464.

OPTION 2 – OPT OUT AND CEASE BEING A GROUP MEMBER

4.9 If you do not want to remain a group member in the Freedom Foods Class Action, you must opt out.

What is opting out?

4.10 A group member can opt out by completing an “**OPTION 2: OPT OUT FORM**” at Schedule 2 to this Notice. Each group member seeking to opt out should fill out a separate opt out form. Opt out forms must be returned directly to the Commercial Court Registry of the Supreme Court of Victoria:

- by post to:

Commercial Court Registry
Supreme Court of Victoria
210 William Street
Melbourne VIC 3000

- or by email to freedomfoodsclassaction@supcourt.vic.gov.au

4.11 If you are opting out on behalf of a company or business, please provide your name, the name of the company or business and your position within the company or business (e.g. director or partner).

- 4.12 You must opt out by **4.00pm AEDT on 15 November 2023**. Opt out notices received after the deadline will not be accepted without leave of the Court and you will remain a group member (see Section 5 below).

What are the consequences of opting out?

- 4.13 If you opt out of the class action:
- (a) you cease to be a group member in the Freedom Foods Class Action and you will not be affected by, or entitled to the benefit of, any order, judgment, or settlement in the Freedom Foods Class Action;
 - (b) you will not be entitled to share in any compensation from any damages award or settlement secured by the plaintiffs in the Freedom Foods Class Action; and
 - (c) you will be able to commence separate proceedings against Noumi or Deloitte on your own behalf outside of the Freedom Foods Class Action, provided you issue those proceedings within the time limit applicable to your claim.
- 4.14 If you are unsure how opting out will affect your rights or the applicable time limit prior to opting out, you should seek independent legal advice.
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5 WHAT IF I DO NOTHING?

- 5.1 If you do nothing following receipt of this Notice (i.e. neither opt out or register), and you have not previously completed a legal costs agreement with the plaintiffs' lawyers:
- (a) You will remain an **unregistered** group member in the Freedom Foods Class Action.
 - (b) **If an in-principle settlement is reached** between the plaintiffs and the defendants at the Court Ordered Mediation or by 3 May 2024, you **will not** be entitled to participate in that settlement. Further, you will be bound by the terms of the settlement including any releases (despite not being eligible to participate in the settlement). This means that your right to bring a claim against Noumi or Deloitte (and potentially its related entities and officers) for matters related to those canvassed in the Freedom Foods Class Action will be extinguished;
 - (c) **If there is no settlement** at the Court Ordered Mediation or by 3 May 2024, you will be bound by the final judgment, and you will be entitled to obtain compensation and/or damages (if you satisfy the eligibility criteria set down by the Court) in the event that the Court finds in favour of the plaintiffs and group

members. If the Freedom Foods Class Action is unsuccessful or is not as successful as you might have wished, you will not be able to sue on the same claim in any other proceedings;

- (d) It is open to the plaintiffs and the defendants to apply to the Court for a further Court Ordered Mediation to extend the period during which only registered group members are permitted to seek any benefit pursuant to any subsequent settlement. It is unknown whether this will occur, and unknown what further notice, if any, the Court may order to be provided to group members at that point. Accordingly, it is possible that if you remain an unregistered group member, you will not, without leave of the Court, be permitted to seek any benefit pursuant to any settlement of the Freedom Foods Class Action even if that settlement occurs after 3 May 2024.

- 5.2 If you do not want to risk missing out on the option to participate in any settlement of the Freedom Foods Class Action, you should register your claim as per Option 1 above.

What if I object to the above procedures?

- 5.3 If you object to making one of the choices described above and the potential consequences of those choices, or you seek a variation of them, you must send a written notice to the Commercial Court Registry of the Supreme Court of Victoria (at the postal or email address at paragraph 4.10 above) by 4.00pm AEDT on 15 November 2023.
- 5.4 The written notice should set out the challenge you will make or the variation you seek and the reasons for that challenge/variation. You may then be required to attend the Supreme Court of Victoria at a later date to have your challenge / application for a variation of the arrangements heard.
- 5.5 Any notice challenging the orders of the Supreme Court of Victoria received after 15 November 2023 will not be accepted.

6 FUNDING OF THE FREEDOM FOODS CLASS ACTION

- 6.1 Group members are not and will not be required to pay any “out of pocket” expenses by participating in the class action.
- 6.2 Mr Buch is financed in part by a third-party funder, Omni Bridgeway (Fund 5) Australian Invst. Pty Limited (ABN 91 635 083 984) (**Omni Bridgeway**).

Omni Bridgeway will pay part of the legal costs charged and all of the disbursements incurred by Phi Finney McDonald pursuant to the terms of the Freedom Foods Group Litigation Funding Scheme.

6.3 The Court has made a Group Costs Order (**GCO**) in the proceeding at a rate of 22% inclusive of GST, subject to further order. A GCO is an order that the Court can make permitting legal costs payable to the plaintiffs' lawyers to be calculated as a percentage of any damages award or settlement sum if the class action is successful – that is, if money is paid by the defendants to resolve the claims of the plaintiffs and group members in the case. This can happen either through a judgment after the case is heard by the Court in a trial, or otherwise if the plaintiffs and defendants settle the case in principle and the Court approves the settlement.

6.4 **If the class action is successful:**

- (a) The plaintiffs' lawyers will be paid 22% (inclusive of GST) of any damages awarded or any settlement sum approved by the Court, prior to those damages or that settlement sum being distributed to group members.
- (b) The Court will assess whether the costs proposed to be deducted from any settlement sum are fair and reasonable. You will be given a notice at that time informing you of the amount which it is proposed to be deducted and given an opportunity to tell the Court if you agree or disagree with what is proposed.

6.5 **If the class action is unsuccessful:**

- (a) Group members will not pay any costs.
- (b) An adverse costs order will not be made against you as a group member. In litigation, the Court will typically order the losing party to pay a proportion of the legal costs of the successful party. In class actions, only the plaintiff faces the risk of an adverse costs order if the action fails. The effect of the GCO is that, if the Freedom Foods Class Action is unsuccessful, the plaintiffs' lawyers will be liable to pay any costs payable to the defendants in the proceeding and will not be entitled to recover from the plaintiffs or group members any legal costs or disbursements incurred or paid on their behalf in relation to the class action.

7 **FURTHER QUESTIONS ABOUT THE FREEDOM FOODS CLASS ACTION**

7.1 Please consider the above matters carefully.

- 7.2 If there is anything of which you are unsure, or you have any questions or comments about the Notice, in the first instance you should contact Omni Bridgeway by emailing freedomfoods@omnibridgeway.com, or alternatively by telephone on 1800 016 464.
- 7.3 You may also seek your own legal advice. You should not delay in making your decision.

SCHEDULE 1

FREEDOM FOODS CLASS ACTION – Proceeding No. S ECI 2020 04505

Nicholas John Gehrke and Lester Buch v Noumi Limited (formerly Freedom Foods Group Ltd) and Deloitte Touche Tohmatsu

OPTION 1: GROUP MEMBER REGISTRATION FORM

If you would like to **REGISTER** for the Freedom Foods Class Action please return this form to Omni Bridgeway by email or post at the below addresses by **4.00pm AEDT on 15 November 2023**. Alternatively, you may complete an online version of this registration form at: <https://portal.omnibridgeway.com/noumi>

By post: Omni Bridgeway
PO Box 5106
PERTH WA 6831
AUSTRALIA

By email: freedomfoods@omnibridgeway.com

The below-named group member registers as a group member entitled to participate in any settlement of the proceeding.

CONTACT DETAILS	
Salutation (Mr/Ms/Miss/Mrs/Dr):	
First name:	
Last name:	
Address:	
Email address:	
Telephone number:	
SECURITY HOLDER DETAILS	
Name of security holder(s):	
HIN/SRN/Reference number:	
Number of Noumi securities, ADRs and/or equity swap confirmations held at the close of trade on 6 December 2014:	
ACQUISITION DETAILS (list details of further acquisition events on the reverse side of form)	
Date of acquisition:	
Quantity of securities acquired:	
Total amount paid (including any brokerage):	
DISPOSAL DETAILS (list details of further disposal events on the reverse side of form)	
Date of sale or disposal:	
Quantity of securities disposed:	
Total amount received (excluding any brokerage):	

Dated: _____

Signed: _____ Name: _____

DETAILS OF FURTHER ACQUISITION EVENTS (OPTIONAL):

ACQUISITION DETAILS (list details of further acquisition events on the reverse side of form)	
Date of acquisition:	
Quantity of securities acquired:	
Total amount paid (including any brokerage):	

ACQUISITION DETAILS (list details of further acquisition events on the reverse side of form)	
Date of acquisition:	
Quantity of securities acquired:	
Total amount paid (including any brokerage):	

ACQUISITION DETAILS (list details of further acquisition events on the reverse side of form)	
Date of acquisition:	
Quantity of securities acquired:	
Total amount paid (including any brokerage):	

ACQUISITION DETAILS (list details of further acquisition events on the reverse side of form)	
Date of acquisition:	
Quantity of securities acquired:	
Total amount paid (including any brokerage):	

DETAILS OF FURTHER DISPOSAL EVENTS (OPTIONAL):

DISPOSAL DETAILS (list details of further disposal events on the reverse side of form)	
Date of sale or disposal:	
Quantity of securities disposed:	
Total amount received (excluding any brokerage):	

DISPOSAL DETAILS (list details of further disposal events on the reverse side of form)	
Date of sale or disposal:	
Quantity of securities disposed:	
Total amount received (excluding any brokerage):	

DISPOSAL DETAILS (list details of further disposal events on the reverse side of form)	
Date of sale or disposal:	
Quantity of securities disposed:	
Total amount received (excluding any brokerage):	

DISPOSAL DETAILS (list details of further disposal events on the reverse side of form)	
Date of sale or disposal:	
Quantity of securities disposed:	
Total amount received (excluding any brokerage):	

SCHEDULE 2

FREEDOM FOODS CLASS ACTION – Proceeding No. S ECI 2020 04505

Nicholas John Gehrke and Lester Buch v Noumi Limited (formerly Freedom Foods Group Ltd) and Deloitte Touche Tohmatsu

OPTION 2: NOTICE OF OPTING OUT BY GROUP MEMBER

ONLY RETURN THIS FORM IF YOU WISH TO OPT OUT OF THE FREEDOM FOODS CLASS ACTION. IF YOU OPT OUT, YOU WILL NO LONGER BE A GROUP MEMBER.

IF YOU WISH TO REGISTER TO PARTICIPATE YOU MUST COMPLETE THE **OPTION 1** FORM.

To: Commercial Court Registry
Supreme Court of Victoria
210 William Street
Melbourne Victoria 3000
freedomfoodsclassaction@supcourt.vic.gov.au

I, *[print name]*.....
am a group member in the above group proceeding.

OR
am a director of *[company name]*
who is a group member in the above group proceeding.

I give notice under s 33J(2) of the *Supreme Court Act 1986* (Vic) that I am **opting out** of this proceeding.

Dated:	
Signature of group member or the group member's solicitor:	
Address of group member:	
Email address of group member:	

If you would like to **OPT OUT** of the Freedom Foods Class Action please return this form to the Commercial Court Registry of the Supreme Court of Victoria by email or post at the above addresses by **4.00pm AEDT on 15 November 2023**.