

**SUPREME COURT OF VICTORIA
AT MELBOURNE
COMMERCIAL COURT
GROUP PROCEEDINGS LIST**

S ECI 2020 04505

BETWEEN

NICHOLAS JOHN GEHRKE

First plaintiff

LESTER BUCH

Second plaintiff

and

**NOUMI LIMITED (FORMERLY FREEDOM FOODS
GROUP LIMITED (ACN 002 814 235))**

First defendant

DELOITTE TOUCHE TOHMATSU (A Firm) (ABN 74 490 121 060)

Second defendant

ORDER

JUDGE: The Honourable Justice Nichols

DATE MADE: 28 September 2023

ORIGINATING PROCESS: Writ filed 7 December 2020

HOW OBTAINED: By consent

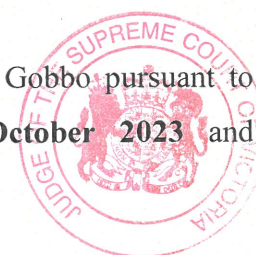
ATTENDANCE: On the papers

OTHER MATTERS: On 25 August 2023, the Honourable Associate Justice Steffensen made orders referring the matter to be mediated on 14 September 2023 (**25 August Orders**).

THE COURT ORDERS BY CONSENT THAT:

Mediation

1 The mediation listed before the Honourable Associate Justice Gobbo pursuant to order 1 of the 25 August Orders, be adjourned to **9 October 2023** and **4 December 2023**.

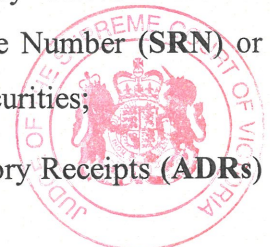


Opting out

- 2 Pursuant to s 33J(1) of the *Supreme Court Act 1986* (Vic) (Act), **4.00pm AEDT on 15 November 2023** be fixed as the date by which group members may opt out of this proceeding (**Class Deadline**).
- 3 Pursuant to s 33J(2) of the Act, any group member who wishes to opt out of this proceeding must, before the Class Deadline, complete and deliver a signed opt out form by post or email to the Commercial Court Registry of the Supreme Court of Victoria.
- 4 If, on or before the Class Deadline, the solicitors for any party receive a notice purporting to be an opt out form referable to this proceeding, the solicitors must provide a copy of the written communication or document to the Commercial Court Registry of the Supreme Court of Victoria within seven days after receipt, and that shall be treated as an opt out form received by the Court at the time it was received by the solicitors.

Claim registration

- 5 Pursuant to s 33ZG of the Act, any group member who wishes to obtain any benefit arising from any settlement (subject to Court approval) of the proceeding reached at the mediation occurring on 4 December 2023 (**Court Ordered Mediation**) or by 3 May 2024 must register their claim by the Class Deadline by:
 - (a) signing and returning a legal costs agreement with either Slater and Gordon Lawyers or Phi Finney McDonald in connection with this matter; and/or
 - (b) completing and submitting a Group Member Registration Form by post or email to Omni Bridgeway or via an online portal hosted by Omni Bridgeway at <https://portal.omnibridgeway.com/cases/register/freedom-foods-class-action> with the following information (to the extent possible):
 - (i) the group member's name and postal address and email address;
 - (ii) the full name of the registered owner and any relevant Holder Identification Number (**HIN**) or Security Reference Number (**SRN**) or equivalent reference number in respect of Noumi securities;
 - (iii) the number of Noumi securities, American Depository Receipts (**ADRs**)



and/or equity swap confirmations held by a group member at the close of trade on 6 December 2014 (even if that number is nil);

- (iv) details of the group member's acquisition(s) of Noumi securities, ADRs and/or equity swap confirmations during the Claim Period including, for each acquisition, the date of acquisition, quantity of securities acquired, and total amount paid (including brokerage where provided); and
- (v) details of the group member's sale(s) and/or disposal(s) of Noumi securities, ADRs and/or equity swap confirmations during the Claim Period including, for each sale or disposal, the date of sale or disposal, quantity of securities sold or disposed of, and total amount received (excluding brokerage).

6 Any group member who has completed the registration process set out in order 5 above is a **Registered Group Member**. For the avoidance of doubt, failure by a group member to provide all the information requested on the Group Member Registration Form will not render the group member's registration invalid provided the group member is identifiable as such based on the information provided.

7 Pursuant to ss 33ZF and 33ZG of the Act, and subject to any further order of the Court, only Registered Group Members shall be entitled to any relief or payment arising from an agreement to settle reached at the Court Ordered Mediation or before 3 May 2024. Any group member who by the Class Deadline does not register or opt out of the proceeding will remain a group member for all purposes of this proceeding but shall not, without leave of the Court, be permitted to seek any benefit pursuant to any such settlement (subject to Court approval) of this proceeding (**Class Closure Order**).

8 Any group member wishing to seek a variation of orders 5, 6, 7 must provide written notice of the variation sought and a statement of the reasons for seeking the variation to the Court, Slater and Gordon Lawyers or Phi Finney McDonald by no later than the Class Deadline, and the plaintiffs' solicitors shall forthwith notify the defendants and the Court of any such notice they receive.

9 By **17 November 2023**, the plaintiffs must:

- (a) deliver to the solicitors for the defendants, on a de-identified basis, a list of the Registered Group Members, containing (if available):



- (i) a unique identification number for each Registered Group Member;
 - (ii) the information listed at order 5(b)(iii) – 5(b)(v) for each Registered Group Member; and
 - (iii) any amendments to the information as notified to Phi Finney McDonald, Slater and Gordon Lawyers or Omni Bridgeway by that date;
- (b) file, in a sealed envelope marked “*Confidential List of Group Members Not to be Opened without leave of the Court or a Judge*”, a list of Registered Group Members which shall contain (if available):
- (i) a unique identification number for each Registered Group Member;
 - (ii) the information listed at order 5(b)(i) – 5(b)(v) for each Registered Group Member; and
 - (iii) any amendments to the information as notified to Phi Finney McDonald, Slater and Gordon Lawyers or Omni Bridgeway by that date.

10 The list of Registered Group Members provided in accordance with order 9(a) and any information contained therein, is to be kept confidential to:

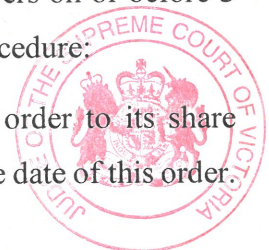
- (a) the defendants’ legal advisors (being external counsel, and partners and employees of Arnold Bloch Leibler and Corrs Chambers Westgarth);
- (b) those officers and employees of the defendants who have the conduct of this proceeding on behalf of the defendants;
- (c) Noumi’s insurers (and their legal advisors); and
- (d) experts retained by the defendants in the proceeding.

Notice and distribution

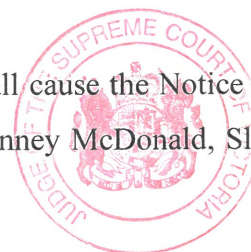
11 Pursuant to ss 33X(1)(a) and (5) of the Act, the form and content of the opt out and claim registration notice set out at Annexure A to these orders (**Notice**) are approved.

12 Pursuant to s 33Y of the Act, the Notice be given to group members on or before **5 October 2023 (Notice Date)** in accordance with the following procedure:

- (a) The first defendant (**Noumi**) shall provide a copy of this order to its share registry provider Link Market Services Limited (**Link**) on the date of this order.



- (b) Noumi shall instruct Link to send the Notice to all persons who were recorded on the Noumi share register as having acquired an interest in securities in Noumi Limited (formerly known as Freedom Foods Group Limited) between 7 December 2014 and 24 June 2020 inclusive (**Claim Period**), including those persons who no longer hold any Noumi Limited securities or whose qualifying transactions were recorded on the register within the two-day settlement window following 24 June 2020, such Notices to be sent by email where an email address is recorded on the share register, or failing that, by prepaid ordinary post to the address recorded for that person on the share register.
- (c) Should Noumi become aware of any actual or potential non-compliance with order 12(b) Noumi shall notify the plaintiffs within two business days of so becoming aware.
- (d) Where Link receives notice that any email sent to a security holder referred to in order 12(b) above experiences a delivery failure, Noumi shall cause the Notice to be sent by prepaid ordinary post to that security holder at the address recorded for that person on the share register within five business days of receiving notice of the delivery failure.
- (e) By the Notice Date, the plaintiffs shall cause a copy of the Notice to be sent by email to each person who has, at the date of these orders, identified themselves to the plaintiffs' solicitors or Omni Bridgeway Limited (**Omni Bridgeway**) as a potential group member, and for whom the plaintiffs' solicitors or Omni Bridgeway hold a current email address.
- (f) Whenever a Notice is sent by email in fulfilment of order 12(b) or (e), the subject line of the email shall be: "Court Notice regarding Noumi and Deloitte Class Action (S ECI 2020 04505)".
- (g) By the Notice Date, the Commercial Court Registry of the Supreme Court of Victoria shall cause the Notice to be posted on the website of the Supreme Court of Victoria and made available for inspection at the Commercial Court Registry of the Supreme Court of Victoria.
- (h) By the Notice Date, the solicitors for the plaintiffs shall cause the Notice and these orders to be displayed on the websites of Phi Finney McDonald, Slater



and Gordon Lawyers and Omni Bridgeway, and to be displayed until the Class Deadline.

- (i) The Notice may be amended by agreement between the parties before it is published in order to correct any typographical error, or any postal, website or email address or telephone number.

Costs

- 13 The costs of and incidental to the distribution of the Notice, including the costs charged by Noumi's share registry provider in connection with distributing the Notice in accordance with order 12 above shall be split between the parties (25 percent to be paid by each of the four parties).

Other matters

- 14 The solicitors for the parties be granted leave to inspect the Court file and to copy any opt out forms filed by group members.
- 15 Liberty to apply.

DATE AUTHENTICATED: 28 September 2023



The Honourable Justice Nichols