

Beroni Group Limited

ACN 613 077 526

SECOND SUPPLEMENTARY PROSPECTUS

1 Important Information

This is a second supplementary prospectus (**Second Supplementary Prospectus**) intended to be read with the replacement prospectus dated 8 December 2016 (**Prospectus**) and the supplementary prospectus dated 9 January 2017 (**First Supplementary Prospectus**) issued by Beroni Group Limited (**Company**).

This Second Supplementary Prospectus is dated 6 February 2017 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that day. ASIC, the National Stock Exchange of Australia Limited (**NSX**) and their respective officers do not take any responsibility as to the contents of this Second Supplementary Prospectus.

Other than as set out below, all details in relation to the Prospectus and First Supplementary Prospectus remain unchanged. To the extent of any inconsistency between this Second Supplementary Prospectus, the First Supplementary Prospectus and the Prospectus, this Second Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus and the First Supplementary Prospectus have the same meaning in this Second Supplementary Prospectus.

This Second Supplementary Prospectus will be issued with the Prospectus and the First Supplementary Prospectus as an electronic prospectus and may be accessed on the Company's website at <http://www.beronigroup.com>. The Company will send a copy of this Supplementary Prospectus to all Applicants who have applied for Shares under the Prospectus and First Supplementary Prospectus as at the date of this Supplementary Prospectus.

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisors without delay.

The Directors consider the content of this Second Supplementary Prospectus is not materially adverse from the point of view of an investor.

2 Supplementary Information

- (a) The purpose of this Second Supplementary Prospectus is to extend the Closing Date of the Offers under the Prospectus and First Supplementary Prospectus. The Closing Date of the Offers as provided in section 8.3 and section 13 of the Prospectus and section 2 of the First Supplementary Prospectus is amended to 14 February 2017.
- (b) The indicative timetable set out immediately before section 1 of the Prospectus and section 2(b) of the First Supplementary Prospectus is deleted and replaced with the following:

Prospectus lodged with ASIC	8 December 2016
Opening date of the Offers	8 December 2016
First Supplementary Prospectus lodged with ASIC	9 January 2017
Second Supplementary Prospectus lodged with ASIC	6 February 2017

This Second Supplementary Prospectus is intended to be read in conjunction with the Prospectus dated 8 December 2016 and the First Supplementary Prospectus dated 9 January 2017 issued by Beroni Group Limited and lodged with ASIC on those dates.

Closing Date of the Offers	14 February 2017
Issue of Shares under the Prospectus	20 February 2017
Quotation of Shares on NSX	28 February 2017

Please note that the timetable is indicative only, and may change. The Company reserves the right to extend the Closing Date or close the Offers early without notice, in its absolute discretion. Quotation of shares on NSX is at the discretion of NSX and is subject to the Company satisfying the listing requirements of NSX.

3 Directors' Authorisation

This Second Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Second Supplementary Prospectus with ASIC.

Dated: 6 February 2017



Chen Chik (Nicholas) Ong

Company Secretary

On behalf of Beroni Group Limited