

#### Announcement Summary

#### **Entity name**

**1ST GROUP LIMITED** 

## **Announcement Type**

New announcement

#### Date of this announcement

23/5/2022

#### The Proposed issue is:

C A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

)	ASX +security code	+Security description	Maximum Number of +securities to be issued
1	1ST	ORDINARY FULLY PAID	484,020,008

# Proposed +issue date

15/7/2022

Refer to next page for full details of the announcement



#### Part 1 - Entity and announcement details

#### 1.1 Name of +Entity

**1ST GROUP LIMITED** 

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type** 

# Registration Number

25138897533

1.3 ASX issuer code

1ST

ABN

# 1.4 The announcement is

Solution New announcement

# 1.5 Date of this announcement

23/5/2022

## 1.6 The Proposed issue is:

C A placement or other type of issue



#### Part 7 - Details of proposed placement or other issue

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?
☑ Yes
7A.1a Conditions

Approval/Condition +Security holder approval Date for determination 16/6/2022

Is the date estimated or actual?

\*\* Approval received/condition met?

#### Comments

Part 7A - Conditions

Part 7B - Issue details

Will the proposed issue of this +security include an offer of attaching +securities? ☑ No

Details of +securities proposed to be issued

#### ASX +security code and description

**1ST : ORDINARY FULLY PAID** 

# Number of +securities proposed to be issued

484,020,008

#### Offer price details



#### Please describe the consideration being provided for the +securities

Subject to shareholder approval, the shares are being issued as consideration for the acquisition of 100% of the shares of Visionflex Pty Ltd (Visionflex) to the shareholders of Visionflex as announced on 25 January 2022.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

0.010000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class? ☑ Yes

Part 7C - Timetable

7C.1 Proposed +issue date

15/7/2022

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1? Yes

**7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1** 16/6/2022

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?  $\ensuremath{\mathfrak{C}}$  No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules? ☑ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow? ☑ Yes

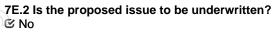
7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

450,349,050 fully paid ordinary shares will be subject to voluntarily escrow for a period of 12 months from the date of completion of the acquisition of Visionflex, with up to 25% of the shares subject to early release from escrow if unanimously agreed by the board of 1ST Group.



#### Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?  $\ensuremath{\mathfrak{S}}$  No



# 7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

N/A.

Part 7F - Further Information

#### 7F.01 The purpose(s) for which the entity is issuing the securities

As consideration for the acquisition of 100% of the shares in Visionflex Pty Ltd.

# 7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds? No

#### 7F.2 Any other information the entity wishes to provide about the proposed issue

Please refer to the Notice of General Meeting dated 17 May 2022 for further information.