



Top Shelf International Holdings Ltd

Principal Place of Business:
16-18 National Boulevard
Campbellfield
Victoria
Australia 3061

22 October 2021

ASX ANNOUNCEMENT

Not for release to US wire services or distribution in the United States

TOP SHELF ANNOUNCES SUCCESSFUL COMPLETION OF PLACEMENT AND INSTITUTIONAL ENTITLEMENT OFFER

Top Shelf International Holdings Limited (**Top Shelf** or the **Company**) is pleased to announce the successful completion of its fully underwritten institutional placement of new fully paid ordinary shares (**New Shares**) (**Placement**) and the accelerated institutional component (**Institutional Entitlement Offer**) of its fully underwritten 1 for 3.1 pro rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) announced on 20 October 2021 (the Placement and the Entitlement Offer collectively, the **Offer**).

Proceeds raised under the Offer will be used to fund the Company's strategic growth objectives, being to:

- deliver Australia's first integrated agave spirit production facility at scale
- aggressively scale and accelerate the NED Whisky & Grainshaker Vodka brands
- build best in class digital and data technologies including direct to consumer channels
- increase efficiencies and utilisation through investment in supply chain and warehousing solutions

New Shares under the Offer will be issued at a price of \$1.60 per New Share (**Offer Price**), which represents a:

- 12.1% discount to the last closing price of Top Shelf shares on ASX on 19 October 2021 of \$1.82 per share
- 8.7% discount to the theoretical ex-rights price (**TERP**)¹ of \$1.75

Shaw and Partners Limited and Canaccord Genuity (Australia) Limited acted as joint lead managers, underwriters and bookrunners to the Offer.

¹ The theoretical ex-rights price (TERP) is the theoretical price at which Top Shelf shares should trade after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Top Shelf shares trade at that time will depend on many factors and may not be equal to TERP. TERP is calculated by reference to Top Shelf's closing price on ASX on 19 October 2021 of \$1.82.

PLACEMENT AND INSTITUTIONAL ENTITLEMENT OFFER

Top Shelf received support for the Placement and Institutional Entitlement Offer from both existing and new eligible shareholders, raising a total of approximately \$22.0 million.

Under the Placement, Top Shelf has agreed to issue approximately 5.8 million New Shares at the Offer Price to raise approximately \$9.3 million. No shareholder approval is required for the Placement, as Top Shelf will utilise available placement capacity under Listing Rule 7.1. Top Shelf has been granted a waiver from ASX Listing Rule 7.1 to enable it to use expanded placement capacity by reference to the New Shares to be issued under the fully underwritten Entitlement Offer.

Under the Institutional Entitlement Offer, Top Shelf has agreed to issue approximately 7.9 million New Shares at the Offer Price to raise approximately \$12.6 million. The Institutional Entitlement Offer had take-up by domestic and international shareholders, with approximately 72% of entitlements available to eligible institutional shareholders taken up. The shortfall in take up of institutional entitlements was allocated to existing and new institutional investors.

The Placement and Institutional Entitlement Offer are expected to settle on Wednesday, 27 October 2021 and New Shares under the Placement and Institutional Entitlement Offer are expected to be allotted on the following business day, Thursday, 28 October 2021.

Top Shelf shares are expected to resume trading on ASX from market open today (Friday, 22 October 2021).

RETAIL ENTITLEMENT OFFER

The retail component of the Entitlement Offer (**Retail Entitlement Offer**) is expected to raise a further approximately \$13.0 million.

Eligible Retail Shareholders will have the opportunity to apply for 1 New Share for every 3.1 existing Top Shelf shares held at the Record Date (being 7:00pm (Melbourne time) on Friday, 22 October 2021), at the Offer Price, on the terms and conditions that will be set out in the Retail Offer Booklet to be sent to Eligible Retail Shareholders on Wednesday, 27 October 2021.

The Retail Entitlement Offer is non-renounceable, and entitlements will not be tradeable or otherwise transferable.

Please note that shareholders with a registered address outside Australia or New Zealand on the Record Date are generally ineligible to participate in the Retail Entitlement Offer. Shareholders who are on the share register on the Record Date will be notified by Top Shelf if they are ineligible to participate in the Entitlement Offer. Eligible Retail Shareholders will receive a Retail Offer Booklet, including a personalised entitlement and acceptance form, which will provide further details of how to participate in the Retail Entitlement Offer.

Under the Retail Entitlement Offer, Eligible Retail Shareholders who take up their full entitlement may also apply for additional New Shares in excess of their entitlement at the Offer Price (subject to scale-back, at Top Shelf's discretion). The maximum amount of additional New Shares that an Eligible Retail Shareholder can apply for is 50% of their entitlement.

The Retail Entitlement Offer will open on Wednesday, 27 October 2021 and is expected to close at 5:00pm (Melbourne time) on Friday, 5 November 2021.

KEY DATES

Key dates in relation to the Offer are as follows:

Event	Date
Announcement of results of Placement and Institutional Entitlement Offer	Friday, 22 October 2021
Shares recommence trading on an ex-entitlement basis	Friday, 22 October 2021
Entitlement Offer Record Date	7:00pm (Melbourne time), Friday, 22 October 2021
Retail offer booklet despatched to Eligible Retail Shareholders and Retail Entitlement Offer opens	Wednesday, 27 October 2021
Settlement of New Shares issued under the Placement and Institutional Entitlement Offer	Wednesday, 27 October 2021
Issue and commencement of trading of New Shares under the Placement and Institutional Entitlement Offer	Thursday, 28 October 2021
Retail Entitlement Offer closes	5:00pm (Melbourne time), Friday, 5 November 2021
Announcement of results of Retail Entitlement Offer	Tuesday, 9 November 2021
Settlement of New Shares issued under the Retail Entitlement Offer	Thursday, 11 November 2021
Issue of New Shares under the Retail Entitlement Offer	Friday, 12 November 2021
Commencement of trading of New Shares issued under the Retail Entitlement Offer	Monday, 15 November 2021

The timetable is indicative only and, subject to the requirements of the Corporations Act, the ASX Listing Rules and other applicable laws, Top Shelf may at its discretion vary the above dates by lodging a revised timetable with the ASX. The commencement of trading and quotation of New Shares issued under the Offer is subject to confirmation from ASX. All times referred to in this table are Melbourne time.

All the amounts are in Australian dollars unless otherwise indicated.

-END-

This announcement was approved by Top Shelf's Chief Executive Officer Drew Fairchild, on behalf of the Top Shelf Board.

For more information (investors and media):

For further information, please:

- visit our investor website <https://www.topshelfgroup.com.au/investors> or contact investor relations at info@topshelfgroup.com.au or on (03) 8317 9990; or
- contact Mark Hawthorn, Civic Financial 0418 999 894.

About Top Shelf

Top Shelf International is a Melbourne based distiller and marketer of premium Australian spirits, with distinctive brands in NED Australian Whisky and Grainshaker Hand Made Australian Vodka. The Company has a track record of success creating high quality, premium Australian products and brands; each in its own way encapsulating a distinctive Aussie attitude, social experience and flavour profile.

The Company has expertise in the development and production of distilled spirits, undertakes a significant level of research and development and operates modern fermentation, distillation and packaging facilities in Campbellfield, Victoria.

The Company is creating Australia's first agave spirit range and is developing an Agave farm in The Whitsundays region of Queensland specifically chosen for the suitability of its climate for growing blue agave. In development of the farm the Company has committed to the application of up-to-date and innovative horticultural practices.

In addition to distilling and manufacturing its own portfolio of spirit brands, Top Shelf also provides canning, bottling and packaging services to a range of customers.

Not an offer in the United States

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This announcement contains certain "forward-looking statements". The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this announcement are based on assumptions and contingencies that are subject to change without notice and involve known and unknown risks and uncertainties and other factors that are beyond the control of Top Shelf, its directors and management. This includes statements about market and industry trends, which are based on interpretations of current market conditions.

Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which these statements are based. These statements may assume the success of Top Shelf's business strategies. The success of any of those strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Readers are cautioned not to place undue reliance on forward-looking statements. No representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in this announcement. The forward-looking statements are based on information available to Top Shelf as at the date of this announcement. Except as required by law or regulation (including the ASX Listing Rules), none of Top Shelf, its representatives or advisers undertakes any obligation to provide any additional or updated information whether as a result of a change in expectations or assumptions, new information, future events or results or otherwise.