

\$2.48m Non-Renounceable Rights Issue

Highlights:

- The Company is undertaking a partially underwritten 2 for 5 (2 new shares for every 5 existing shares) non-renounceable pro-rata entitlement offer to raise up to approximately A\$2.48 million (before costs)
- The Company will raise a minimum of approximately \$1.54m under the Entitlement Offer from a group of non-associated investors who have committed to subscribe for their entitlements and/or partially underwrite the Entitlement Offer
- Mr John Plummer, existing substantial shareholder of the Company has committed to subscribe for 100% of his entitlements under the Entitlement Offer (\$762.7K) and also partially underwrite the Entitlement Offer up to \$237.3K which brings his total commitment to approximately \$1m. 100% of the funds raised from Mr Plummer's subscription under the Entitlement Offer, (including any amount underwritten), will be immediately used to set-off against the existing debt owed to Mr Plummer by the Company under the Debt Facility Agreement announced on 2 August 2017. Accordingly, no cash will be raised by the Company as a result of this part of the Entitlement Offer, but it will have the effect of reducing the company's debt and improving its balance sheet
- In addition, Directors (existing, proposed and former) and management of the Company, and other eligible shareholders have committed to subscribing for part or all of their entitlements, and/or partially underwrite the Entitlement Offer

1st Group Limited (ASX: 1ST or "the Company"), the Australian digital health, media and technology group, is pleased to announce that the Company is undertaking a partially underwritten non-renounceable pro-rata entitlement offer to raise up to approximately A\$2.48 million (before costs).

In 2018 1st Group had made significant progress in achieving its key strategic initiatives:

- building scalable platforms to support better health outcomes
- dominant positions in its chosen verticals of Optometry, Pharmacy and Veterinary
- market traction with over 7.5m online appointments booked

- successfully delivered new products to market to provide additional revenue streams from current and new customers
- growth in Annualised Contract Value (ACV) from subscription fee-based products with maiden guidance on track and affirmed

1st Group is now looking to build on this success and deploy the funds raised in the Entitlement Offer to support ongoing growth and scale and strengthen the Company's balance sheet.

Klaus Bartosch notes: "This raise will help 1ST to build on its success to date and support further growth. We have developed digital solutions that improve health outcomes, dominate market positions in our chosen verticals and platforms that can scale. With the great support of our shareholders, we are well placed to deliver 1st Group's significant potential. The Board invites shareholders to participate in the offer."

Entitlement Offer

The Company is undertaking a partially underwritten 2 for 5 (2 new shares for every 5 existing shares) non-renounceable pro-rata entitlement offer (**Entitlement Offer**) to raise up to A\$2.48 million (before costs) via the issue of up to approximately 82,753,763 shares (subject to rounding) to existing eligible shareholders of the Company (**Eligible Shareholders**) at an issue price of \$0.03 cents per share.

Eligible Shareholders will only be those who are shareholders on the share register of the Company as of the Record Date with a registered address in Australia or New Zealand.

The Company will raise a minimum of approximately \$1.54m under the Entitlement Offer (**Firm Allocation**) from a group of non-associated investors who have committed to subscribe for their entitlements and/or partially underwrite the Entitlement Offer (**Firm Investors**).

The Firm Investors include Mr John Plummer, an existing substantial shareholder of the Company who currently holds 30.72% of the total issued share capital of the Company. Mr Plummer has committed to subscribing for his full entitlement under the Entitlement Offer of \$762,705.66 and has also agreed to partially underwrite the shortfall (if any) up to \$237,294.33. Accordingly, the total amount of Mr Plummer's Firm Allocation is approximately A\$1 million (which is equivalent to 33,333,333 Shares). Mr Plummer's voting power in the Company will increase depending on the level of subscription under the Entitlement Offer by other Eligible Shareholders. Mr Plummer's maximum voting power at completion of the Entitlement Offer is 37.52%, which will decrease if other Eligible Shareholders (who are not Firm Investors) participate in the Entitlement Offer and/or if Mr Plummer's underwriting is not required.

100% of the funds raised from Mr Plummer's subscription under the Entitlement Offer (including any amount underwritten), will be immediately used to set-off against the existing debt owed to Mr Plummer by the

Company under the Debt Facility Agreement announced on 2 August 2017. Therefore, following completion of the Entitlement Offer, the debt owed to Mr Plummer will be reduced by a minimum of \$762,705.66 and a maximum of \$999,999.99. Accordingly, no cash will be raised by the Company as a result of this part of the Entitlement Offer, but it will have the effect of reducing the company's debt and improving its balance sheet.

In addition to Mr Plummer, the Company's existing, proposed and former Directors, management of the Company and other Eligible Shareholders have committed to subscribing for part or all of their entitlements, and/or partially underwrite the Entitlement Offer.

Details of each of the Firm Investors are as follows:

Firm Investor (including related entities)	Current shareholding	Current voting power	Maximum Firm Allocation (includes subscription of entitlements under commitments)
John Plummer (Shareholder)	63,558,807	30.72%	\$999,999.99 (includes underwriting of \$237,294.33)
Ian Moore (Shareholder)	7,200,000	3.48%	\$86,400.00
Trevor Matthews (Chairman)	5,000,000	2.42%	\$120,000.00 (includes underwriting of \$60,000.00)
Andrew Whitten (Company Secretary)	3,683,056	1.78%	\$44,196.66
Klaus Bartosch (CEO and director)	3,224,226	1.56%	\$9,999.99
Amanda Hagan (Former director)	769,230	0.37%	\$9,230.76
Michael Emmett (Proposed director)	Nil	Nil	\$199,999.98 (100% underwriting)
Richard Rogers (CFO)	Nil	Nil	\$50,000.01 (100% underwriting)
Paul Welch (Director)	Nil	Nil	\$19,999.98 (100% underwriting)

The proceeds from the Entitlement Offer will be used by the Company as follows:

- as noted above, A\$1 million will be used to reduce the Company's current loan facility with Mr John Plummer;
- to pay the costs of making the Entitlement Offer; and
- the remaining balance will be used to fund ongoing working capital and expansion of the business.

All shares issued under the Entitlement Offer will rank equally with existing fully paid ordinary shares in the Company as of the date of this announcement.

The Entitlement Offer is non-renounceable, and the rights will not be traded on the ASX or otherwise be transferable. Eligible Shareholders who do not take up their entitlement under the Entitlement Offer in full or in part, will not receive any value in respect of those entitlements not taken up.

Eligible Shareholders wishing to participate in the Entitlement Offer should carefully read the Entitlement Offer Booklet and accompanying personalised Entitlement and Acceptance Form which are expected to be dispatched on or around 22 November 2018. Copies of the Entitlement Offer Booklet will be available on the Company's ASX website.

Key Dates of the Entitlement Offer

Event	Date*
Announcement of Entitlement Offer	Wednesday, 14 November 2018
Ex-date for Entitlement Offer	Friday, 16 November 2018
Record Date	Monday, 19 November 2018
Entitlement Offer opens	Thursday, 22 November 2018
Dispatch of Entitlement Offer Booklet and application form	
Entitlement Offer closes (Closing Date)	Monday, 3 December 2018
Shares quoted on a deferred settlement basis	Tuesday, 4 December 2018
Announcement of shortfall (if any) under the Entitlement Offer	Thursday, 6 December 2018
Issues of shares under the Entitlement Offer (excluding the shares to be issued to the underwriters)	Monday, 10 December 2018
Dispatch of holding statements	Monday, 10 December 2018
Commencement of trading of new shares	Monday, 10 December 2018
Issue of shortfall shares to the underwriters	Tuesday, 18 December 2018

**The above timetable is indicative only and subject to change. The quotation of shares is subject to ASX approval. Subject to the ASX Listing Rules and Corporations Act and other applicable laws, the Company reserves the right to vary these dates, including the Closing Date, without notice, including extending the period of the Entitlement Offer or accepting late applications, either generally or in particular cases or bringing forward the Closing Date at its discretion. Any extension of the Entitlement Offer will have a consequential effect on the issue date of the shares under the Entitlement Offer.*

Further information**Klaus Bartosch**

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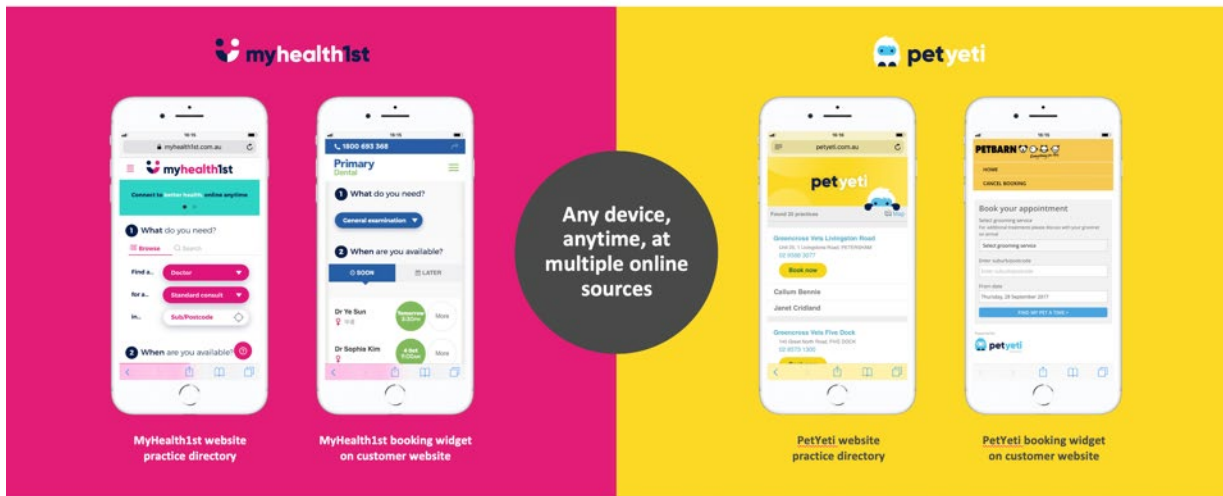
About 1ST Group Limited

1st Group is an ASX listed digital health, media and technology company building Australia's leading health services portal, MyHealth1st.com.au, Australia's online pet service portal PetYeti.com.au and corporate and government solutions platform GoBookings.com. These integrated platforms provide an easy to use online search and appointment booking service and offer a range of value-added apps and services that facilitate digital patient and customer engagement. We improve lives by connecting consumers to a variety of healthcare services and information anytime, anywhere, so they can get well sooner and stay well longer. To find out more visit 1stGrp.com, MyHealth1st.com.au, PetYeti.com.au and GoBookings.com.

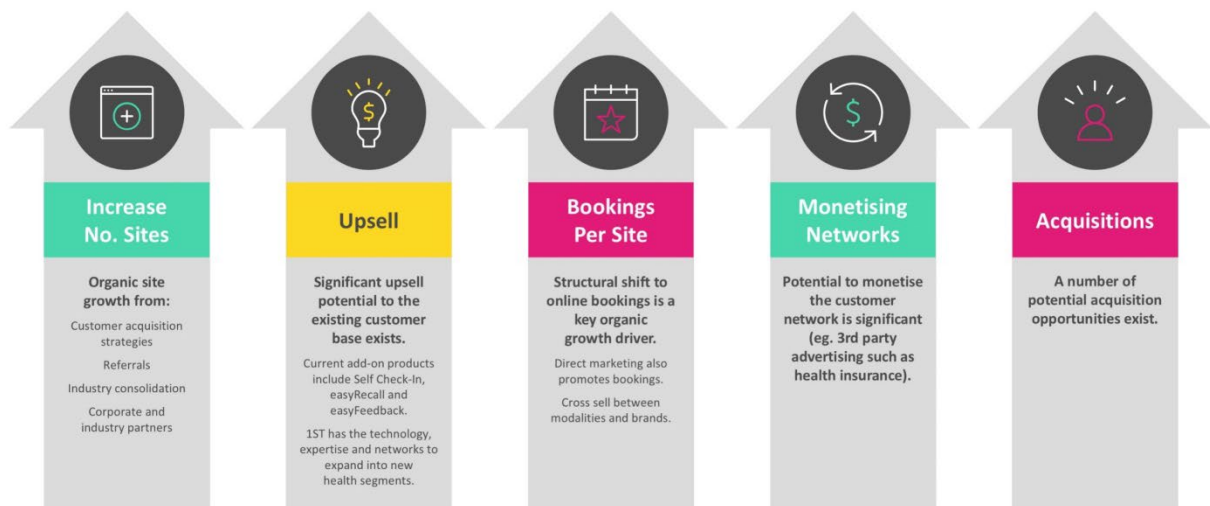
APPENDIX

Our Portals and Web Widgets

Our Solutions in Action



Multiple Growth Options



Key Investment Considerations

