



Announcement Summary

Entity name

NAOS EMERGING OPPORTUNITIES COMPANY LIMITED

Announcement Type

New announcement

Date of this announcement

Thursday March 11, 2021

The Proposed issue is:

☒ A non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

Total number of +securities proposed to be issued for a non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

ASX +security code	+Security description	Maximum Number of +securities to be issued
n/a	Convertible Notes ASX: NCCGA	230,000

Closing date for receipt of acceptances

Thursday April 1, 2021

Proposed +issue date

Thursday April 15, 2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

NAOS EMERGING OPPORTUNITIES COMPANY 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.

1.2 Registered Number Type

ACN

Registration Number

161106510

1.3 ASX issuer code

NCC

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

Thursday March 11, 2021

1.6 The Proposed issue is:

☒ A non-+pro rata offer of +securities under a +disclosure document or +PDS



Part 5 - Details of proposed non-pro rata offer under a disclosure document or PDS

Part 5A - Conditions

5A.1 - Are any of the following approvals required for the non-pro rata offer of securities under a disclosure document or PDS?

- Security holder approval
- Court approval
- Lodgement of court order with ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ Yes

5A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Security holder approval	Monday April 12, 2021	<input checked="" type="checkbox"/> Actual	

Comments

Part 5B - Offer details

Is the proposed security a 'New class' (securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ New class

Will the proposed issue of this security include an offer of attaching securities?

☒ No

Details of securities proposed to be issued

ISIN Code (if Issuer is a foreign company and securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed securities are appropriate and equitable under listing rule 6.1?

☒ Yes

Will the entity be seeking quotation of the 'new' class of securities on ASX?

☒ Yes**ASX security code****Security description**



+Security type

+Convertible debt securities

The number of +securities to be offered under the +disclosure document or
+PDS

230,000

Will the offer be conditional on applications for a minimum number of
+securities being received or a minimum amount being raised (i.e. a
minimum subscription condition)?

☒ No

Will individual security holders be required to accept the offer for a
minimum number or value of +securities (i.e. a minimum acceptance
condition)?

☒ Yes

Is the minimum acceptance unit based or dollar based?

☒ Unit based

Please enter the minimum acceptance value

50

Will individual security holders be limited to accepting the offer for a
maximum number or value of +securities (i.e. a maximum acceptance
condition)?

☒ No

Offer price details

Has the offer price been determined?

☒ Yes

In what currency will the offer be
made?

AUD - Australian Dollar

What is the offer price per +security?

AUD 100.00000

Oversubscription & Scale back details

Will the entity be entitled to accept over-subscriptions?

☒ No

Will a scale back be applied if the offer is over-subscribed?

☒ Yes

Describe the scale back arrangements

Allocations will be determined by the Company in agreement with the Lead Manager. Applicants who are not allocated any NCC Notes or are allotted fewer NCC Notes than the number applied for and paid for as a result of scale back will have all or some of their application monies (as applicable) refunded (without interest) as soon as practicable after the issue date

Will all the +securities issued in this class rank equally in all respects from
their issue date?

☒ Yes

**+Convertible debt securities details**

These securities are:

Convertible

Type of security

Corporate Bond

+Security currency

AUD - Australian Dollar

Face value

AUD 100.0000

Interest rate type

Fixed rate

Frequency of coupon/interest payments per year

Semi-annual

First interest payment date

Thursday September 30, 2021

Interest rate per annum

4.50000 %

Is the interest rate per annum estimated at this time?☒ No**s128F of the Income Tax Assessment Act status applicable to the +security**

s128F exempt

Is the +security perpetual (ie. no maturity date)?☒ No**Maturity date**

Saturday September 30, 2028

Select other features applicable to the +security☒ Redeemable**Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?**☒ No**Details of the type of +security that will be issued if the securities to be quoted are converted, transformed or exchanged**

NCC : ORDINARY FULLY PAID

Number of +securities that will be issued if the +securities to be quoted are converted, transformed or exchanged

Each Note converts into a number of shares determined by dividing the Conversion Amount (the Face Value of the note plus accrued but unpaid interest) by the Conversion Price (\$1.15)

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

TBC



Part 5C - Timetable

5C.1 Lodgement date of +disclosure document or +PDS with ASIC

Thursday March 11, 2021

5C.2 Date when +disclosure document or +PDS and acceptance forms will be made available to investors

Friday March 12, 2021

5C.3 Offer open date

Friday March 19, 2021

5C.4 Closing date for receipt of acceptances

Thursday April 1, 2021

5C.6 Proposed +issue date

Thursday April 15, 2021

Part 5D - Listing Rule requirements

5D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ Yes

5D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

Monday April 12, 2021

5D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ No

Part 5E - Fees and expenses

5E.1 Will there be a lead manager or broker to the proposed offer?

☒ Yes

5E.1a Who is the lead manager/broker?

Acacia Partners Pty Ltd

5E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

\$270,000 (exclusive of GST) and 1% of the gross proceeds of allocations to wholesale investors under the Broker Firm Offer (exclusive GST)

5E.2 Is the proposed offer to be underwritten?

☒ No



5E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

☒ No

5E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Customary legal, registry and other costs, as detailed in the disclosure document.

Part 5F - Further Information

5F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

Proceeds of the offer will be used to fund further investments in securities and costs associated with the offer

5F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

☒ No

5F.2 Please explain the entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority

NCC will seek to provide applicants under the priority offer with an allocation of at least 100 NCC Notes (where such Applicants have applied for 100 or more NCC Notes) on a reasonable endeavours basis. NCC does not guarantee any minimum allocation and the extent of any allocation will ultimately depend on the number of applicants under the priority offer and total level of applications under the offer.

Once the allocations to brokers and institutional investors under the Broker Firm Offer has been determined, the brokers participating in the Broker Firm Offer will determine the allocation of NCC Notes among their clients.

5F.3 URL on the entity's website where investors can download the +disclosure document or +PDS

www.naosoffer.com.au

5F.4 Any other information the entity wishes to provide about the proposed offer