

Appendix 3B

Proposed issue of +securities

Information and documents given to ASX become ASX's property and may be made public.

If you are an entity incorporated outside Australia and you are proposing to issue a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. For offers where the +securities proposed to be issued are in an existing class of security, and the event timetable includes rights (or entitlement for non-renounceable issues), and deferred settlement trading or a representation of such, ASX requires the issuer to advise ASX of the ISIN code for the rights (or entitlement), and deferred settlement trading. This code will be different to the existing class. If the securities do not rank equally with the existing class, the same ISIN code will be used for that security to continue to be quoted while it does not rank.

Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity We (the entity here named) 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	Freedom Foods Group Limited
1.2	*Registration type and number <i>Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).</i>	ACN 002 814 235
1.3	*ASX issuer code	FNP
1.4	*This announcement is <i>Tick whichever is applicable.</i>	<input type="checkbox"/> A new announcement <input checked="" type="checkbox"/> An update/amendment to a previous announcement <input type="checkbox"/> A cancellation of a previous announcement

1.4a	<p>*Reason for update</p> <p><i>Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.</i></p>	<p>As disclosed to the market on 24 May 2021, the Company has received \$8.9 million in oversubscriptions under the Wholesale Investor Offer.</p> <p>The Company, with Arrovest's consent, has determined to increase the size of the Wholesale Investor Offer to \$138.9 million (previously \$130 million) and decrease the size of the Placement to Arrovest (Arrovest Placement) to \$126.1 million (previously \$135 million). The total amount being raised under the Capital Raising remains as \$265 million.</p> <p>At the Company's upcoming Extraordinary General Meeting, to be held on 25 May 2021, shareholders will be asked to approve the issuance of \$130 million in Notes under the Wholesale Investor Offer. The Company proposes to issue the additional \$8.9 million in Notes under its placement capacity pursuant to Listing Rule 7.1.</p>
1.4b	<p>*Date of previous announcement to this update</p> <p><i>Mandatory only if "Update" ticked in Q1.4 above.</i></p>	19 March 2021
1.4c	<p>*Reason for cancellation</p> <p><i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i></p>	
1.4d	<p>*Date of previous announcement to this cancellation</p> <p><i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i></p>	
1.5	*Date of this announcement	24 May 2021
1.6	<p>*The proposed issue is:</p> <p><i>Note: You can select more than one type of issue (e.g. an offer of securities under a securities purchase plan and a placement, however ASX may restrict certain events from being announced concurrently). Please contact your ASX listings compliance adviser if you are unsure.</i></p>	<p><input type="checkbox"/> A +bonus issue (complete Parts 2 and 8)</p> <p><input type="checkbox"/> A standard +pro rata issue (non-renounceable or renounceable) (complete Q1.6a and Parts 3 and 8)</p> <p><input type="checkbox"/> An accelerated offer (complete Q1.6b and Parts 3 and 8)</p> <p><input type="checkbox"/> An offer of +securities under a +securities purchase plan (complete Parts 4 and 8)</p> <p><input checked="" type="checkbox"/> A non-+pro rata offer of +securities under a +disclosure document or +PDS (complete Parts 5 and 8)</p> <p><input type="checkbox"/> A non-+pro rata offer to wholesale investors under an information memorandum (complete Parts 6 and 8)</p> <p><input checked="" type="checkbox"/> A placement or other type of issue (complete Parts 7 and 8)</p>

1.6a	<p>*The proposed standard +pro rata issue is:</p> <p><i>Answer this question if your response to Q1.6 is “A standard pro rata issue (non-renounceable or renounceable).”</i></p> <p><i>Select one item from the list</i></p> <p><i>An issuer whose securities are currently suspended from trading cannot proceed with an entitlement offer that allows rights trading. If your securities are currently suspended, please consult your ASX listings compliance adviser before proceeding further.</i></p>	<input type="checkbox"/> Non-renounceable <input type="checkbox"/> Renounceable
1.6b	<p>*The proposed accelerated offer is:</p> <p><i>Answer this question if your response to Q1.6 is “An accelerated offer”</i></p> <p><i>Select one item from the list</i></p> <p><i>An issuer whose securities are currently suspended from trading cannot proceed with an entitlement offer that allows rights trading. If your securities are currently suspended, please consult your ASX listings compliance adviser before proceeding further.</i></p>	<input type="checkbox"/> Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO) <input type="checkbox"/> Accelerated renounceable entitlement offer (commonly known as an AREO) <input type="checkbox"/> Simultaneous accelerated renounceable entitlement offer (commonly known as a SAREO) <input type="checkbox"/> Accelerated renounceable entitlement offer with dual book-build structure (commonly known as a RAPIDS) <input type="checkbox"/> Accelerated renounceable entitlement offer with retail rights trading (commonly known as a PAITREO)

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

If your response to Q1.6 is “A non-pro rata offer of securities under a disclosure document or PDS”, please complete Parts 5A – 5F and the details of the securities proposed to be issued in Part 8.

Part 5A - Proposed non-pro rata offer under a +disclosure document or +PDS – conditions

Question No.	Question	Answer
5A.1	<p>*Are any of the below approvals required for the non-pro rata offer of +securities under a +disclosure document or + PDS?</p> <ul style="list-style-type: none"> • +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	<p>Conditions</p> <p><i>Answer these questions if your response to 5A.1 is “Yes”.</i></p> <p><i>Select the applicable approval(s) from the list. More than one approval can be selected. The “date for determination” is the date that you expect to know if the approval is given (for example, the date of the security holder meeting in the case of +security holder approval or the date of the court hearing in the case of court approval).</i></p>	

*Approval/ condition Type	*Date for determination	*Is the date estimated or actual?	**Approval received/ condition met? <i>Please respond "Yes" or "No". Only answer this question when you know the outcome of the approval.</i>	Comments
+Security holder approval	25 May 2021	Actual	No	<p>If the shareholder approvals are obtained, the Notes will be convertible into ordinary shares.</p> <p>If the shareholder approvals are not obtained, the Notes will still be issued subject to a cash-settled conversion right. Further details are set out in the Prospectus dated 19 March 2021.</p> <p>If the shareholder approvals are obtained, the Company will issue the additional \$8.9 million in Notes under the Wholesale Investor Offer pursuant to its placement capacity under Listing Rule 7.1.</p>
Court approval				
Lodgement of court order with +ASIC				
ACCC approval				
FIRB approval				
Other (please specify in comment section)				

Part 5B – Proposed non-pro rata offer under a +disclosure document or +PDS – offer details

Question No.	Question	Answer
5B.1	*Class of +securities to be offered under the +disclosure document or +PDS (please enter both the ASX security code & description)	Unlisted, subordinated and secured convertible notes (Notes)

5B.2	<p>*The number of +securities to be offered under the +disclosure document or +PDS</p> <p><i>If the number of securities proposed to be issued is based on a formula linked to a variable (for example, VWAP or an exchange rate or interest rate), include the number of securities based on the variable as at the date the Appendix 3B is lodged with ASX and add a note in the "Any other information the entity wishes to provide about the proposed offer" field at the end of this form making it clear that this number is based on the variable as at the date of the Appendix 3B and that it may change.</i></p>	Up to 138,900,000 Notes
5B.3	<p>*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)?</p>	No
5B.3a	<p>*Describe the minimum subscription condition</p> <p><i>Answer this question if your response to Q5B.3 is "Yes".</i></p>	N/A
5B.4	<p>*Will the entity be entitled to accept over-subscriptions?</p>	No
5B.4a	<p>*Provide details of the number or value of over-subscriptions that the entity may accept</p> <p><i>Answer this question if your response to Q5B.4 is "Yes".</i></p>	N/A
5B.5	<p>*Will individual investors be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?</p>	No
5B.5a	<p>*Describe the minimum acceptance condition</p> <p><i>Answer this question if your response to Q5B.5 is "Yes".</i></p>	N/A
5B.6	<p>*Will individual investors be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?</p>	No
5B.6a	<p>*Describe the maximum acceptance condition</p> <p><i>Answer this question if your response to Q5B.6 is "Yes".</i></p>	N/A
5B.7	<p>*Will a scale back be applied if the offer is over-subscribed?</p>	Yes
5B.7a	<p>*Describe the scale back arrangements</p> <p><i>Answer this question if your response to Q5B.7 is "Yes".</i></p>	Applicants who are not allocated any Notes or are allotted fewer Notes than the number applied and paid for as a result of a scale back will have all or some of their application monies (as applicable) refunded (without interest) as soon as practicable after the Notes are issued.
5B.8	<p>*In what currency will the offer be made?</p> <p><i>For example, if the consideration for the issue is payable in Australian Dollars, state AUD.</i></p>	AUD
5B.9	<p>*Has the offer price been determined?</p>	Yes

5B.9a	*What is the offer price per +security? <i>Answer this question if your response to Q5B.9 is "Yes" using the currency specified in your answer to Q5B.8.</i>	\$1.00 per Note
5B.9b	*How and when will the offer price be determined? <i>Answer this question if your response to Q5B.9 is "No".</i>	N/A
5B.9c	*Will the offer price be determined by way of a bookbuild? <i>Answer this question if your response to Q5B.9 is "No". If your response to this question is "yes", please note the information that ASX expects to be announced about the results of the bookbuild set out in section 4.12 of Guidance Note 30 Notifying an Issue of Securities and Applying for their Quotation.</i>	No
5B.9d	*Provide details of the parameters that will apply to the bookbuild (e.g. the indicative price range for the bookbuild) <i>Answer this question if your response to Q5B.9 is "No" and your response to Q5B.9c is "Yes".</i>	N/A

Part 5C – Proposed non-pro rata offer under a +disclosure document or +PDS – timetable

Question No.	Question	Answer
5C.1	*Lodgement date of +disclosure document or +PDS with ASIC <i>Note: If the securities are to be quoted on ASX, you must lodge an Appendix 2A Application for Quotation of Securities with ASX within 7 days of this date.</i>	19 March 2021
5C.2	*Date when +disclosure document or +PDS and acceptance forms will be made available to investors	19 March 2021
5C.3	*Offer open date	29 March 2021
5C.4	*Closing date for receipt of acceptances	19 May 2021
5C.6	*Proposed +issue date	27 May 2021

Part 5D – Proposed non-pro rata offer under a +disclosure document or +PDS – listing rule requirements

Question No.	Question	Answer
5D.1	*Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1? <i>Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing). If the issuer has obtained security holder approval for part of the issue only and is therefore relying on its placement capacity under listing rule 7.1 and/or listing rule 7.1A for the remainder of the issue, the response should be 'no'.</i>	Yes – the Company will seek shareholder approval at an extraordinary general meeting for part of the Notes issued under the Capital Raising.

5D.1a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 <i>Answer this question if the issuer is an ASX Listing and your response to Q5D.1 is "Yes".</i>	25 May 2021
5D.1b	*Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? <i>Answer this question if the issuer is an ASX Listing and your response to Q5D.1 is "No".</i>	Yes
5D.1b(i)	*How many +securities are proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? <i>Answer this question if the issuer is an ASX Listing, your response to Q5D.1 is "No" and your response to Q5D.1b is "Yes".</i> <i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.</i>	8,900,000 Notes, which may convert into ordinary shares in the Company
5D.1c	*Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)? <i>Answer this question if the issuer is an ASX Listing and your response to Q5D.1 is "No".</i>	No
5D.1c(i)	*How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A? <i>Answer this question if the issuer is an ASX Listing, your response to Q5D.1 is "No" and your response to Q5D.1c is "Yes".</i> <i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.</i>	N/A
5D.2	*Is a party referred to in listing rule 10.11 participating in the proposed issue?	Yes

Part 5E – Proposed non-pro rata offer under a disclosure document or PDS – fees and expenses

Question No.	Question	Answer
5E.1	*Will there be a lead manager or broker to the proposed offer?	Yes
5E.1a	*Who is the lead manager/broker? <i>Answer this question if your response to Q5E.1 is "Yes".</i>	Moelis Australia Advisory Pty Ltd

5E.1b	<p>*What fee, commission or other consideration is payable to them for acting as lead manager/broker?</p> <p><i>Answer this question if your response to Q5E.1 is "Yes".</i></p>	1.2% of the gross proceeds raised under the Wholesale Investor Offer (as defined in the Prospectus lodged on 19 March 2021).
5E.2	<p>*Is the proposed offer to be underwritten?</p>	No
5E.2a	<p>*Who are the underwriter(s)?</p> <p><i>Answer this question if your response to Q5E.2 is "Yes".</i></p>	N/A
5E.2b	<p>*What is the extent of the underwriting (i.e. the amount or proportion of the offer that is underwritten)?</p> <p><i>Answer this question if your response to Q5E.2 is "Yes".</i></p>	N/A
5E.2c	<p>*What fees, commissions or other consideration are payable to them for acting as underwriter(s)?</p> <p><i>Answer this question if your response to Q5E.2 is "Yes".</i></p> <p><i>Note: This includes any applicable discount the underwriter receives to the issue price payable by participants in the offer.</i></p>	N/A
5E.2d	<p>*Provide a summary of the significant events that could lead to the underwriting being terminated</p> <p><i>Answer this question if your response to Q5E.2 is "Yes".</i></p> <p><i>You may cross-refer to another document with this information provided it has been released on the ASX Market Announcements Platform.</i></p>	N/A
5E.2e	<p>*Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?</p> <p><i>Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing) and your response to Q5E.2 is "Yes".</i></p> <p><i>Note: If your response is "Yes", this will require security holder approval under listing rule 10.11.</i></p>	No
5E.2e(i)	<p>*What is the name of that party?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q5E.2e is "Yes".</i></p> <p><i>Note: If there is more than one such party acting as underwriter or sub-underwriter include all of their details in this and the next 2 questions.</i></p>	N/A
5E.2e(ii)	<p>*What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the issue they have underwritten or sub-underwritten)?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q5E.2e is "Yes".</i></p>	N/A
5E.2e(iii)	<p>*What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q5E.2e is "Yes".</i></p> <p><i>Note: This includes any applicable discount the underwriter or sub-underwriter receives to the issue price payable by participants in the issue.</i></p>	N/A

5E.3	*Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?	No
5E.3a	* Will the handling fee or commission be dollar based or percentage based? <i>Answer this question if your response to Q5E.3 is "Yes".</i>	N/A
5E.3b	*Amount of handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders <i>Answer this question if your response to Q5E.3 is "Yes" and your response to Q5E.3a is "dollar based".</i>	N/A
5E.3c	*Percentage handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders <i>Answer this question if your response to Q5E.3 is "Yes" and your response to Q5E.3a is "percentage based".</i>	N/A
5E.3d	Please provide any other relevant information about the handling fee or commission method <i>Answer this question if your response to Q5E.3 is "Yes".</i>	N/A
5E.4	Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer	Further details of the material fees and costs incurred in connection with the capital raising are set out in the Prospectus lodged with ASX on 19 March 2021.

Part 5F – Proposed non-pro rata offer under a +disclosure document or +PDS – further information

Question No.	Question	Answer
5F.1	<p>*The purpose(s) for which the entity intends to use the cash raised by the proposed offer</p> <p><i>You may select one or more of the items in the list.</i></p>	<p><input type="checkbox"/> For additional working capital</p> <p><input type="checkbox"/> To fund the retirement of debt</p> <p><input type="checkbox"/> To pay for the acquisition of an asset [provide details below]</p> <p><input type="checkbox"/> To pay for services rendered [provide details below]</p> <p><input checked="" type="checkbox"/> Other [provide details below]</p> <p>Additional details:</p> <p>The net proceeds from the Capital Raising will be used to:</p> <ul style="list-style-type: none"> • repay \$231.2 million of its existing debt, consistent with the requirements of the Company's senior lenders; • provide a more flexible capital structure that will better facilitate the ongoing financial and operational turnaround of the Company; and • provide incremental capital to support the Company's turnaround strategy.
5F.2	<p>*Will the entity be changing its dividend/distribution policy if the proposed issue is successful?</p>	No
5F.2a	<p>*Please explain how the entity will change its dividend/distribution policy if the proposed issue is successful</p> <p><i>Answer this question if your response to Q5F.2 is "Yes".</i></p>	N/A
5F.3	<p>*Please explain the entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority</p>	<p>The allocation of Notes under the Capital Raising will be determined by the Company in its absolute discretion. The Company intends to give allocation priority to eligible investors who were shareholders in the Company as at 19 Marc 2021. The Company reserves the right to consider a number of factors when determining priority allocation.</p>
5F.4	<p>*URL on the entity's website where investors can download the +disclosure document or +PDS</p>	<p>https://ffgl.com.au/investors-and-media/reports-results-presentations/</p>
5F.5	<p>Any other information the entity wishes to provide about the proposed offer</p>	<p>Refer to the Prospectus (and First and Second Supplementary Prospectuses) for further details regarding the terms of the Notes.</p>

Part 7 – Details of proposed placement or other issue

If your response to Q1.6 is “A placement or other type of issue”, please complete Parts 7A – 7F and the details of the securities proposed to be issued in Part 8.

Part 7A – Proposed placement or other issue – conditions

Question No.	Question	Answer		
7A.1	<p>*Are any of the following approvals required for the placement or other type of issue?</p> <ul style="list-style-type: none"> • +Security holder approval • Court approval • Lodgement of court order with +ASIC • ACCC approval • FIRB approval • Another approval/condition external to the entity. 	Yes		
7A.1a	<p>Conditions</p> <p><i>Answer these questions if your response to 7A.1 is “Yes”.</i></p> <p><i>Select the applicable approval(s) from the list. More than one approval can be selected. The “date for determination” is the date that you expect to know if the approval is given (for example, the date of the security holder meeting in the case of +security holder approval or the date of the court hearing in the case of court approval).</i></p>			
*Approval/ condition Type	*Date for determination	*Is the date estimated or actual?	**Approval received/ condition met? <i>Please answer “Yes” or “No”. Only answer this question when you know the outcome of the approval.</i>	Comments
+Security holder approval	25 May 2021	Yes	No	<p>If the shareholder approvals are obtained, the Notes under the Arrovest Placement to Arrovest will be convertible into ordinary shares. If the shareholder approvals are not obtained, all of the Notes will still be issued and be subject to a cash-settled conversion right. Further details are set out in the Prospectus dated 19 March 2021.</p> <p>Separate shareholder approvals are being sought for the Options.</p>
Court approval				
Lodgement of court order with +ASIC				
ACCC approval				
FIRB approval				

Other (please specify in comment section)				
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Part 7B – Details of proposed placement or other issue – issue details

Question No.	Question	Answer
7B.1	*Class of +securities to be offered under the placement or other issue (please enter both the ASX security code & description)	<ul style="list-style-type: none"> The Company will offer Notes to Arrovest Pty Ltd (Arrovest) under a placement (Arrovest Placement). The Company will offer \$8.9 million in Notes to Eligible Investors under the Wholesale Investor Offer, pursuant to its placement capacity under Listing Rule 7.1 (Wholesale Placement). The Company will separately offer listed options (Options) to shareholders with a registered address in Australia or New Zealand as at 23 May 2021 (Options Issue). The new ASX security code for the Options is yet to be confirmed.
7B.2	Number of +securities proposed to be issued <i>If the number of securities proposed to be issued is based on a formula linked to a variable (for example, VWAP or an exchange rate or interest rate), include the number of securities based on the variable as at the date the Appendix 3B is lodged with ASX and add a note in the "Any other information the entity wishes to provide about the proposed offer" field at the end of this form making it clear that this number is based on the variable as at the date of the Appendix 3B and that it may change.</i>	<ul style="list-style-type: none"> Up to 126,100,000 Notes under the Arrovest Placement. Up to 8,900,000 Notes under the Wholesale Placement. Up to 40,816,326 Options under the Options Issue.
7B.3	*Are the +securities proposed to be issued being issued for a cash consideration? <i>If the securities are being issued for nil cash consideration, answer this question "No".</i>	<ul style="list-style-type: none"> The Notes under the Arrovest Placement and Wholesale Placement are being issued for cash consideration. The Options are being issued for nil cash consideration.
7B.3a	*In what currency is the cash consideration being paid <i>For example, if the consideration is being paid in Australian Dollars, state AUD. Answer this question if your response to Q7B.3 is "Yes".</i>	AUD
7B.3b	*What is the issue price per +security <i>Answer this question if your response to Q7B.3 is "Yes" and by reference to the issue currency provided in your response to Q7B.3a. Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q7B.3 as "No" and complete Q7B.3d.</i>	<ul style="list-style-type: none"> \$1.00 per Note Options - Nil

7B.3c	AUD equivalent to issue price amount per +security <i>Answer this question if the currency is non-AUD</i>	N/A
7B.3d	Please describe the consideration being provided for the +securities <i>Answer this question if your response to Q7B.3 is "No".</i>	The Options will be issued for nil consideration but will have an exercise price of \$0.98.
7B.3e	Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities <i>Answer this question if your response to Q7B.1 is "No".</i>	N/A

Part 7C – Proposed placement or other issue – timetable

Question No.	Question	Answer
7C.1	*Proposed +issue date	<ul style="list-style-type: none"> All Notes – 27 May 2021 Options – expected to be 7 July 2021

Part 7D – Proposed placement or other issue – listing rule requirements

Question No.	Question	Answer
7D.1	*Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1? <i>Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing).</i> <i>If the issuer has obtained security holder approval for part of the issue only and is therefore relying on its placement capacity under listing rule 7.1 and/or listing rule 7.1A for the remainder of the issue, the response should be 'no'.</i>	Yes – the Company will seek shareholder approval for the issue of the Notes under the Arrovest Placement and the issue of Options under the Options Issue at an extraordinary general meeting. The Wholesale Placement will be made pursuant to the Company's placement capacity under Listing Rule 7.1.
7D.1a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 <i>Answer this question if the issuer is an ASX Listing and your response to Q7D.1 is "Yes".</i>	25 May 2021
7D.1b	*Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? <i>Answer this question if the issuer is an ASX Listing and your response to Q7D.1 is "No".</i>	Yes – the Wholesale Placement
7D.1b(i)	*How many +securities are proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? <i>Answer this question the issuer is an ASX Listing, your response to Q7D.1 is "No" and if your response to Q7D.1b is "Yes".</i> <i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.</i>	8,900,000 Notes

7D.1c	<p>*Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q7D.1 is "No".</i></p>	No
7D.1c(i)	<p>*How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?</p> <p><i>Answer this question if the issuer is an ASX Listing, your response to Q7D.1 is "No" and your response to Q7D.1c is "Yes".</i></p> <p><i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.</i></p>	N/A
7D.1c(ii)	<p>*Please explain why the entity has chosen to do a placement or other issue rather than a +pro rata issue or an offer under a +security purchase plan in which existing ordinary +security holders would have been eligible to participate</p> <p><i>Answer this question if the issuer is an ASX Listing, your response to Q7D.1 is "No" and your response to Q7D.1c is "Yes".</i></p>	N/A
7D.2	<p>*Is a party referred to in listing rule 10.11 participating in the proposed issue?</p> <p><i>Answer this question if the issuer is an ASX Listing.</i></p> <p><i>Note: If your response is "Yes", this will require security holder approval under listing rule 10.11.</i></p>	Yes
7D.3	<p>*Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?</p> <p><i>Note: the entity should not apply for quotation of restricted securities</i></p>	No
7D.3a	<p>*Please enter, the number and +class of the +restricted securities and the date from which they will cease to be +restricted securities</p> <p><i>Answer this question if your response to Q7D.3 is "Yes".</i></p>	N/A
7D.4	<p>*Will any of the +securities to be issued be subject to +voluntary escrow?</p>	No
7D.4a	<p>*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</p> <p><i>Answer this question if your response to Q7D.4 is "Yes".</i></p>	N/A

Part 7E – Proposed placement or other issue – fees and expenses

Question No.	Question	Answer
7E.1	*Will there be a lead manager or broker to the proposed issue?	Yes
7E.1a	*Who is the lead manager/broker? <i>Answer this question if your response to Q7E.1 is "Yes".</i>	Moelis Australia Advisory Pty Ltd
7E.1b	*What fee, commission or other consideration is payable to them for acting as lead manager/broker? <i>Answer this question if your response to Q7E.1 is "Yes".</i>	1.2% of the gross proceeds raised under the Wholesale Investor Offer (as defined in the Prospectus lodged on 19 March 2021), which includes the Wholesale Placement.
7E.2	*Is the proposed issue to be underwritten?	No
7E.2a	*Who are the underwriter(s)? <i>Answer this question if your response to Q7E.2 is "Yes".</i>	N/A
7E.2b	*What is the extent of the underwriting (i.e. the amount or proportion of the issue that is underwritten)? <i>Answer this question if your response to Q7E.2 is "Yes".</i>	N/A
7E.2c	*What fees, commissions or other consideration are payable to them for acting as underwriter(s)? <i>Answer this question if your response to Q7E.2 is "Yes".</i> <i>Note: This includes any applicable discount the underwriter receives to the issue price payable by participants in the issue.</i>	N/A
7E.2d	*Provide a summary of the significant events that could lead to the underwriting being terminated <i>Answer this question if your response to Q7E.2 is "Yes".</i> <i>Note: You may cross-refer to a covering announcement or to a separate annexure with this information.</i>	N/A
7E.3	*Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue? <i>Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing) and your response to Q7E.2 is "Yes".</i> <i>Note: If your response is "Yes", this will require security holder approval under listing rule 10.11.</i>	No
7E.3a	*What is the name of that party? <i>Answer this question if the issuer is an ASX Listing and your response to Q7E.3 is "Yes".</i> <i>Note: If there is more than one such party acting as underwriter or sub-underwriter include all of their details in this and the next 2 questions.</i>	N/A

7E.3b	*What is the extent of their underwriting or sub-underwriting (i.e. the amount or proportion of the issue they have underwritten or sub-underwritten)? <i>Answer this question if the issuer is an ASX Listing and your response to Q7E.3 is "Yes".</i>	N/A
7E.3c	*What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter? <i>Answer this question if the issuer is an ASX Listing and your response to Q7E.3 is "Yes".</i> <i>Note: This includes any applicable discount the underwriter or sub-underwriter receives to the issue price payable by participants in the issue.</i>	N/A
7E.4	Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue	Further details of the material fees and costs incurred in connection with the Capital Raising are set out in the Prospectus lodged with ASX on 19 March 2021.

Part 7F – Proposed placement or other issue – further information

Question No.	Question	Answer
7F.1	*The purpose(s) for which the entity is issuing the securities <i>You may select one or more of the items in the list.</i>	<input checked="" type="checkbox"/> To raise additional working capital <input type="checkbox"/> To fund the retirement of debt <input type="checkbox"/> To pay for the acquisition of an asset [provide details below] <input type="checkbox"/> To pay for services rendered [provide details below] <input checked="" type="checkbox"/> Other [provide details below] Additional details: The net proceeds from the Arrovest Placement and Wholesale Placement will be used to: <ul style="list-style-type: none"> • repay \$231.2 million of its existing debt, consistent with the requirements of the Company's senior lenders; • provide a more flexible capital structure that will better facilitate the ongoing financial and operational turnaround of the Company; and • provide incremental capital to support the Company's turnaround strategy. The net proceeds of the Options issue will be used for working capital purposes.
7F.2	*Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?	No

7F.2a	<p>*Please explain how the entity will change its dividend/distribution policy if the proposed issue proceeds</p> <p><i>Answer this question if your response to Q7F.2 is "Yes".</i></p>	N/A
7F.3	Any other information the entity wishes to provide about the proposed issue	<p>Further details regarding the Arrovest Placement, the Wholesale Investor Offer and the Notes can be found in the Prospectus issued on 19 March 2021 (and First and Second Supplementary Prospectuses). A separate prospectus will be lodged in connection with the Options in June 2021.</p>

Part 8 – details of +securities proposed to be issued

Answer the relevant questions in this part for the type of +securities the entity proposes to issue. If the entity is proposing to issue more than one class of security, including free attaching securities, please complete a separate version of Part 8 for each class of security proposed to be issued.

Part 8A – type of +securities proposed to be issued

Question No.	Question	Answer
8A.1	<p>*The +securities proposed to be issued are: <i>Tick whichever is applicable</i> <i>Note: SPP offers must select "existing quoted class"</i></p>	<p><input type="checkbox"/> Additional +securities in a class that is already quoted on ASX ("existing quoted class")</p> <p><input type="checkbox"/> Additional +securities in a class that is not currently quoted, and not intended to be quoted, on ASX ("existing unquoted class")</p> <p><input checked="" type="checkbox"/> New +securities in a class that is not yet quoted, but is intended to be quoted, on ASX ("new quoted class")</p> <p><input checked="" type="checkbox"/> New +securities in a class that is not quoted, and not intended to be quoted, on ASX ("new unquoted class")</p>

Note: If the +securities referred to in this form are being offered under a +disclosure document or +PDS and the entity selects the first or third option in its response to question 8A.1 above (existing quoted class or new quoted class), then by lodging this form with ASX, the entity will be taken, for the purposes of sections 711(5) and 1013H (as applicable) of the Corporations Act, to have applied for quotation of those +securities. However, once the final number of +securities offered under the +disclosure document or +PDS is known, the entity must complete and lodge with ASX an Appendix 2A applying for the quotation of that number of +securities.

Part 8C – details of +securities proposed to be issued (new quoted class or new unquoted class)

Answer the questions in this Part if your response to Q8A.1 is "new quoted class" or "new unquoted class".

Question No.	Question	Answer
8C.1	<p>*+Security description <i>The ASX security code for this security will be confirmed by ASX in due course.</i></p>	<ul style="list-style-type: none"> • Unlisted, subordinated and secured convertible notes • Listed options
8C.2	<p>*Security type <i>Select one item from the list.</i> <i>Please select the most appropriate security type from the list. This will determine more detailed questions to be asked about the security later in this section. Select "ordinary fully or partly paid shares/units" for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either "Convertible debt securities" or "Non-convertible debt securities" (tradeable securities); or "Wholesale debt securities" (non-tradeable). Select "Other" for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.</i></p>	<p><input type="checkbox"/> Ordinary fully or partly paid shares/units</p> <p><input checked="" type="checkbox"/> Options</p> <p><input checked="" type="checkbox"/> +Convertible debt securities</p> <p><input type="checkbox"/> Non-convertible +debt securities</p> <p><input type="checkbox"/> Redeemable preference shares/units</p> <p><input type="checkbox"/> Wholesale debt securities</p> <p><input type="checkbox"/> Other</p>

8C.3	<p>ISIN code</p> <p><i>Answer this question if you are an entity incorporated outside Australia and you are proposing to issue a new class of securities other than CDIs. See also the note at the top of this form.</i></p>	N/A
8C.3a	<p>ISIN Code for the entitlement or right to participate in a non-renounceable issue; or for the tradeable rights created under a renounceable right issue (if Issuer is foreign company and +securities are non CDIs)</p>	N/A
8C.4a	<p>*Will all the +securities proposed to be issued in this class rank equally in all respects from the issue date?</p>	<p><input type="checkbox"/> Yes – each Note will rank pari passu with each other Note</p> <ul style="list-style-type: none"> • Yes – each Option will rank pari passu with each other Option
8C.4b	<p>*Is the actual date from which the +securities will rank equally (non-ranking end date) known?</p> <p><i>Answer this question if your response to Q8C.4a is “No”.</i></p>	N/A
8C.4c	<p>*Provide the actual non-ranking end date</p> <p><i>Answer this question if your response to Q8C.5a is “No” and your response to Q8C.4b is “Yes”.</i></p>	N/A
8C.4d	<p>*Provide the estimated non-ranking end period</p> <p><i>Answer this question if your response to Q8C.4a is “No” and your response to Q8C.4b is “No”.</i></p>	N/A
8C.4e	<p>*Please state the extent to which the +securities do not rank equally:</p> <ul style="list-style-type: none"> • in relation to the next dividend, distribution or interest payment; or • for any other reason <p><i>Answer this question if your response to Q8C.4a is “No”.</i></p> <p><i>For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.</i></p>	N/A
8C.5	<p>Please attach a document or 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.</p> <p><i>You may cross-reference a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released to the ASX Market Announcements Platform.</i></p>	<ul style="list-style-type: none"> • Notes – Prospectus dated 19 March 2021 and available via https://ffgl.com.au/investors-and-media/reports-results-presentations/ • Options – will be listed with an exercise price of \$0.98 and a 6-year expiry. The Company will lodge a separate prospectus in relation to the Options in due course.

8C.6	<p>*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?</p> <p><i>Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).</i></p> <p><i>If your response is "No" and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.</i></p>	Yes
8C.7b	<p>Option details</p> <p><i>Answer the questions in this section if you selected this security type in your response to Question Q8C.2.</i></p>	
	<p>*+Security currency</p> <p><i>This is the currency in which the exercise price is payable.</i></p>	AUD
	<p>*Exercise price</p> <p><i>The price at which each option can be exercised and convert into the underlying security.</i></p> <p><i>The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).</i></p>	\$0.98
	<p>*Expiry date</p> <p><i>The date on which the options expire or terminate.</i></p>	6 years from the date of issue
	<p>*Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if an option is exercised</p> <p><i>For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".</i></p>	1 fully paid ordinary share (ASX:FNP) for every option that is exercised
8C.7c	<p>Details of non-convertible +debt securities, +convertible debt securities, or redeemable preference shares/units</p> <p><i>Answer the questions in this section if you selected one of these security types in your response to Question Q8C.2.</i></p> <p><i>Refer to Guidance Note 34 and the "Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities" for further information on certain terms used in this section</i></p>	
	<p>*Type of +security</p> <p><i>Select one item from the list</i></p>	<input type="checkbox"/> Simple corporate bond <input type="checkbox"/> Non-convertible note or bond <input checked="" type="checkbox"/> Convertible note or bond <input type="checkbox"/> Preference share/unit <input type="checkbox"/> Capital note <input type="checkbox"/> Hybrid security <input type="checkbox"/> Other
	<p>*+Security currency</p> <p><i>This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.</i></p>	AUD
	<p>*Face value</p> <p><i>This is the principal amount of each security.</i></p> <p><i>The face value should be provided per the security currency (i.e. if security currency is AUD, then the face value per security in AUD).</i></p>	\$1.00

	<p>*Interest rate type <i>Select one item from the list</i> <i>Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities</i></p>	<input type="checkbox"/> Fixed rate <input type="checkbox"/> Floating rate <input type="checkbox"/> Indexed rate <input type="checkbox"/> Variable rate <input type="checkbox"/> Zero coupon/no interest <input checked="" type="checkbox"/> Other Refer to the Prospectus dated 19 March 2021 for further detail regarding the interest rate and payment terms under the Notes
	<p>*Frequency of coupon/interest payments per year <i>Select one item from the list.</i></p>	<input type="checkbox"/> Monthly <input checked="" type="checkbox"/> Quarterly <input type="checkbox"/> Semi-annual <input type="checkbox"/> Annual <input type="checkbox"/> No coupon/interest payments <input type="checkbox"/> Other
	<p>*First interest payment date <i>A response is not required if you have selected "No coupon/interest payments" in response to the question above on the frequency of coupon/interest payments</i></p>	The last day of the quarter after the Issue Date
	<p>*Interest rate per annum <i>Answer this question if the interest rate type is fixed.</i></p>	N/A
	<p>*Is the interest rate per annum estimated at this time? <i>Answer this question if the interest rate type is fixed.</i></p>	N/A
	<p>*If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known) <i>Answer this question if the interest rate type is fixed and your response to the previous question is "Yes". Answer "Unknown" if the date is not known at this time.</i></p>	N/A
	<p>*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)? <i>Answer this question if the interest rate type is floating or indexed.</i></p>	N/A
	<p>*What is the reference rate, base rate or market rate? <i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p>	N/A
	<p>*Does the interest rate include a margin above the reference rate, base rate or market rate? <i>Answer this question if the interest rate type is floating or indexed.</i></p>	N/A
	<p>*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum) <i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p>	N/A

	<p>*Is the margin estimated at this time? <i>Answer this question if the interest rate type is floating or indexed.</i></p>	N/A
	<p>*If the margin is estimated, then what is the date for this information to be announced to the market (if known) <i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i> <i>Answer "Unknown" if the date is not known at this time.</i></p>	N/A
	<p>*S128F of the Income Tax Assessment Act status applicable to the +security <i>Select one item from the list</i> <i>For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security:</i></p> <ul style="list-style-type: none"> • "s128F exempt" means interest payments are not taxable to non-residents; • "Not s128F exempt" means interest payments are taxable to non-residents; • "s128F exemption status unknown" means the issuer is unable to advise the status; <p>"Not applicable" means s128F is not applicable to this security</p>	<input checked="" type="checkbox"/> s128F exempt <input type="checkbox"/> Not s128F exempt <input type="checkbox"/> s128F exemption status unknown <input type="checkbox"/> Not applicable
	<p>*Is the +security perpetual (i.e. no maturity date)?</p>	No
	<p>*Maturity date <i>Answer this question if the security is not perpetual</i></p>	6 years from the issue date
	<p>*Select other features applicable to the +security <i>Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.</i></p>	<input type="checkbox"/> Simple <input checked="" type="checkbox"/> Subordinated <input checked="" type="checkbox"/> Secured <input type="checkbox"/> Converting <input type="checkbox"/> Convertible <input type="checkbox"/> Transformable <input type="checkbox"/> Exchangeable <input type="checkbox"/> Cumulative <input type="checkbox"/> Non-Cumulative <input checked="" type="checkbox"/> Redeemable <input type="checkbox"/> Extendable <input type="checkbox"/> Reset <input type="checkbox"/> Step-Down <input type="checkbox"/> Step-Up <input type="checkbox"/> Stapled <input type="checkbox"/> None of the above
	<p>*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?</p>	No. The Notes may be converted on a number of specified events which are detailed in the Prospectus dated 19 March 2021.
	<p>*If yes, what is the first trigger date <i>Answer this question if your response to the previous question is "Yes".</i></p>	N/A

	<p>*Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if the +securities to be quoted are converted, transformed or exchanged</p> <p><i>Answer this question if the security features include “converting”, “convertible”, “transformable” or “exchangeable”.</i></p> <p><i>For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert “1,000 fully paid ordinary shares (ASX:ABC)”.</i></p>	<p>Each Note converts into a number of shares (ASX:FNP) determined by dividing the Equity Conversion Amount (being the face value of the note plus accrued but unpaid interest) by the Conversion Price (\$0.70), which is subject to customary adjustments as outlined in the Prospectus lodged on 19 March 2021 (and First and Second Supplementary Prospectuses).</p>
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Introduced 01/12/19; amended 31/01/20; amended 18/07/20