

18 November 2021

Company Announcements
Australian Securities Exchange

CLIME CAPITAL LIMITED (ASX: CAM)

RESTRUCTURE OF NOTE TERMS APPROVED AND OFFER UNDER PROSPECTUS OPENS

Clime Capital Limited ACN 106 282 777 (**Company**) refers to its Notice of Annual General Meeting (**AGM**) dated 18 October 2021, its Prospectus of new Notes dated 27 October 2021 and its Notice of Noteholder Meeting dated 29 October 2021.

As announced earlier, at the Company's AGM held today, Shareholders approved the Company's issue of up to 35 million new Notes at a face value of \$1.00.

As also recently announced, at the Noteholder Meeting held today, Noteholders approved the proposed amendments to the terms of the Company's existing unsecured, redeemable, convertible Notes (ASX: CAMG) and trust deed governing the Notes.

Note Term and Trust Deed Amendment Deed

Accordingly, the Note Term and Trust Deed Amendment Deed has today been executed by the Company and Equity Trustees Limited in its capacity as trustee of the Notes.

Offer opens under Prospectus

Further, the Priority Offer and Broker Firm Offer under the Company's Prospectus opened today.

A letter in the form annexed was despatched to Shareholders and Noteholders who are Eligible Participants regarding the Priority Offer under the Prospectus. An email containing the same information was sent to Eligible Participants regarding the Priority Offer.

Redemption Election Notice or Conversion Notice for existing Noteholders

As set out in the Notice of Noteholder Meeting, existing Noteholders who wish to either redeem or convert Notes, should complete either the Redemption Election Notice or Conversion Notice (as applicable) that was annexed to the Notice of Noteholder Meeting and return it in accordance with the instructions by 23 November 2021. If a Noteholder would like a personalised Redemption Election Notice or Conversion Notice they should contact Registry by telephone on 1300 737 760 or by email at enquiries@boardroomlimited.com.au.

Clime Capital Limited

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This announcement has been approved by the Board of Clime Capital Limited.

For further information please contact:

John Abernethy

Chairman

info@clime.com.au

Annexure – Priority Offer Letter



18 November 2021

Name/Address 1
Name/Address 2
Name/Address 3
Name/Address 4
Name/Address 5
Name/Address 6

Priority Code

%UniquePriorityCode%

PRIORITY OFFER FOR ELIGIBLE PARTICIPANTS TO INVEST IN UNSECURED REDEEMABLE CONVERTIBLE NOTES ISSUED BY CLIME CAPITAL LIMITED (ASX: CAM)

Dear Eligible Participant¹,

Clime Capital Limited (**CAM** or the **Company**) is pleased to invite Eligible Participants to participate in an offer of unsecured, redeemable, convertible notes issued by the Company (**CAM Note**) pursuant to the Prospectus dated 27 October 2021.

Each CAM Note will have a Face Value of \$1.00 and can be converted into one fully paid ordinary share in the capital of the Company. The Company is a listed investment company and its ordinary shares are listed on the ASX (ASX:CAM) and its existing notes are quoted on the ASX (ASX: CAMG).

The Priority Offer opened on Thursday, 18 November 2021. Eligible Participants can view or download an electronic copy of the Prospectus with accompanying online Application Form through the Priority Offer website.

To access the Priority Offer website, visit <https://clime.com.au/invest-with-us/clime-capital-limited/cam-notes/> on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible. The Priority Offer website contains details of how to apply online for CAM Notes under the Priority Offer. Applications for the Priority Offer must be made online using the facility accessible in the Priority Offer website.

¹ This correspondence is personal and confidential to the named Eligible Participant and must not be copied, altered, forwarded or distributed in any way to any other person.

This correspondence may not be released or distributed in the United States. This correspondence does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. CAM Notes offered in the Priority Offer have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended ("U.S. Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the CAM Notes may not be offered or sold, directly or indirectly, in the United States, or to US Persons (as defined in Rule 902(k) of Regulation S under the U.S Securities Act) except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable state securities laws.



If you have any queries regarding the Priority Offer, please contact Boardroom Pty Limited on 1300 737 760 or +61 2 9290 9600. Alternatively, you may contact the Company via info@clime.com.au.

Clime Capital Limited would like to thank all Shareholders and Noteholders who are Eligible Participants for their ongoing support.

Yours sincerely

John Abernethy

Chairman

Clime Capital Limited