



Announcement Summary

Entity name

FIRSTWAVE CLOUD TECHNOLOGY LIMITED

Announcement Type

New announcement

Date of this announcement

29/11/2021

The Proposed issue is:

☒ A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
FCT	ORDINARY FULLY PAID	691,221,883

Proposed +issue date

15/12/2021

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

FIRSTWAVE CLOUD TECHNOLOGY 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.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

35144733595

1.3 ASX issuer code

FCT

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

29/11/2021

1.6 The Proposed issue is:☒ A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

☒ Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	24/12/2021	<input checked="" type="checkbox"/> Estimated	

Comments

The Offer is subject to a limited number of conditions including that Opmantek's assets are maintained in their current form, that there are no prescribed occurrences or material adverse changes and a minimum acceptance threshold of 90 percent of the total number of Opmantek Shares on issue. A full list of the bid conditions is provided in section 8.12 of the Bidders Statement.

Part 7B - Issue 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)?

☒ Existing class

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

☒ No

Details of +securities proposed to be issued

ASX +security code and description

FCT : ORDINARY FULLY PAID

Number of +securities proposed to be issued

691,221,883

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒



☒ No

Please describe the consideration being provided for the +securities

Takeover consideration under offer to acquire issued securities in Opmantek Limited. Refer Bidder Statement dated 29 November 2021.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Part 7C - Timetable

7C.1 Proposed +issue date

15/12/2021

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ No

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?

☒ No

7D.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)?

☒ No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ Yes

7D.4a 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

691,221,883 FPO Shares. Senior Opmantek management will be escrowed - 50% of their shares escrowed until after release of FirstWave's FY23 results (Aug 2023) and 50% until after release of the H1 FY24 results (Feb 2024). All other



Opmantek shareholders will be escrowed - 50% of their shares until the release of FY22 results (Aug 2022) and 50% until after release of the H1 FY23 results (Feb 2023).

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ No

7E.2 Is the proposed issue to be underwritten?

☒ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Please refer to section 7.9 of the Bidder's Statement dated 29 November 2021.

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Takeover consideration for issued securities by Opmantek Limited. See Bidder's Statement dated 29 November 2021.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No

7F.2 Any other information the entity wishes to provide about the proposed issue

The 691,221,883 shares advised are subject to rounding.

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)