

Clarification of Rights Issue – Further Revised Timetable

1st Group recently announced to the ASX an amendment to the timetable for the Company's Rights Issue.

Following discussions with the ASX, around the way the ASX deals with the cancellation and replacement of the timetable for corporate transactions, the Company has now further amended (by one day) the proposed timetable for the Rights Issue. The Company has therefore withdrawn the previous offer and replaced it with the non-renounceable entitlement offer set out below.

There is no change otherwise to the Company's planned acquisition (including no change to the placement associated with that acquisition) and the Rights Issue will be as originally envisaged, albeit delayed by a further day.

Rights Issue

The revised entitlement offer will be to those shareholders who are registered as a holder of ordinary shares in the Company as at 7.00pm on 4 February 2022 (the Record Date) with a registered address in Australia and New Zealand (unless 1ST, in its discretion, is satisfied that the entitlement offer may be made in compliance with all applicable laws in other jurisdictions. The Company will not make any offer to shareholders in the United States).

The revised entitlement offer will enable eligible shareholders to subscribe for 1 share for every 10 shares held at \$0.01 each (the same price as the proposed placement). The Rights Issue will raise approximately \$0.5m. The funds will be used as additional working capital.

The entitlement offer is being conducted under section 708AA of the *Corporations Act 2001 (Cth)* as notionally modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* and does not require a prospectus or other disclosure document.

The entitlement offer price represents a 17% discount to the closing price of 1ST shares on 28 January 2022 (the last trading day prior to this announcement) and a discount of 27% to the Volume Weighted Average Market Price for the 30 trading days prior to the close of trade on 28 January 2022.

The entitlement offer is not underwritten.

The Board reserves the right to place any shortfall within three months of the Rights Issue closing. Allocation of any shortfall under the Rights Issue is at the discretion of the Company's directors. If any shareholder who takes up shares in addition to their pro-rata entitlement would as a result hold greater than 19.9% of the shares in the Company following completion of the Rights Issue then the number of additional shares that they would be issued would be scaled back so that they do not hold greater than 19.9%, unless the Board is satisfied that the issue of additional shortfall shares would not contravene section 606(1) of the *Corporations Act*.

One of 1st Group's substantial shareholders, John Plummer, who currently holds over 20% of the shares on issue has committed to subscribe (to the extent permitted) for any shortfall to the extent that funds subscribed to the Rights Issue are less than \$0.5m.

The entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable. Shareholders who do not take up their entitlements will not receive any value for those entitlements. Shareholders who are not eligible to receive entitlements will not receive any value for the entitlements they would have received had they been eligible.

It is expected that approximately 50,377,593 new shares will be issued as part of the entitlement offer assuming (as expected) no options are exercised. New shares issued under the offer will rank equally with existing shares. Eligible shareholders will be sent a copy of the Rights Issue Offer Booklet including a personalised entitlement and acceptance form on 7 February 2022.

The Company will make an application to the ASX for quotation of the new shares issued pursuant to each of the Rights Issue, the acquisition and the placement.

Indicative Timetable for Entitlement Offer

Event	Date
Announcement of the Entitlement Offer	Monday 31 January 2022
Record date for Entitlement Offer (7:00pm Sydney time)	Friday, 4 February 2022
Entitlement Offer opens and Offer Booklet dispatched	Monday 7 February 2022
Closing date for the Entitlement Offer (5:00pm Sydney time)	Friday, 18 February 2022
Trading in New Shares commences on deferred settlement basis	Monday, 21 February 2022
Announcement of results of Entitlement Offer	Thursday, 24 February 2022
Settlement of the Entitlement Offer	Thursday, 24 February 2022
Allotment of New Shares issued under the Entitlement Offer	Thursday, 24 February 2022
Trading for New Shares under the Entitlement Offer commences	Friday, 25 February 2022

Dealing with Entitlements

Before taking any action in relation to the entitlement offer, shareholders should read the Offer Booklet in its entirety, and seek professional advice.

Eligible shareholders have the following alternatives available in relation to the entitlement offer:

- take up all of their entitlement to new shares and potentially apply for additional new shares under a top-up facility;
- take up part of their entitlement to new shares and allow the balance to lapse; or
- do nothing and allow all of their entitlement to new shares to lapse.

Eligible shareholders who do not participate in the entitlement offer, or participate for an amount less than their entitlement, will have their percentage holding in the Company diluted.

Full details of the terms and conditions of the entitlement offer are contained in the Offer Booklet lodged with the ASX and to be dispatched to eligible shareholders in accordance with the timetable set out above.

This announcement has been approved for release by the Board of Directors.

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About 1st Group Ltd

1st Group is an ASX listed digital health group building Australia's leading health services marketplace, MyHealth1st.com.au, Australia's online pet service marketplace 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.