



Announcement Summary

Entity name

REGAL PARTNERS LIMITED

Announcement Type

New announcement

Date of this announcement

10/2/2023

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
RPL	ORDINARY FULLY PAID	5,280,902

Proposed +issue date

28/2/2023

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

REGAL PARTNERS 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

33129188450

1.3 ASX issuer code

RPL

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

10/2/2023

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)	28/2/2023	<input checked="" type="checkbox"/> Actual	Yes

Comments

28 February 2023 - Actual
(First Issuance)

31 January 2025 - Estimated
(Second Issuance)

31 January 2028 - Estimated
(Third Issuance)

Approval condition not met for the second and third issuance

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
RPL : ORDINARY FULLY PAID



Number of +securities proposed to be issued

788,195

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

N/A

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

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

RPL : ORDINARY FULLY PAID

Number of +securities proposed to be issued

709,374

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

N/A

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

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

RPL : ORDINARY FULLY PAID

Number of +securities proposed to be issued

3,783,333

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

Assignment of rights, title, interests and benefits in respect of the receipt of the seeded capital fee for the 'East Point Asset Management Master Fund'

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

1.000000

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

28/2/2023



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?

☒ Yes

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?

788,195 Shares (being the Shares issued under the First Issuance)

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

First Issuance: 788,195 Shares for an escrow period ending 12 months after the date of issue

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

N/A



Part 7F - Further Information

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

To pay for the acquisition of an asset

To pay for the assignment of rights, title, interests and benefits in respect of the receipt of the seeded capital fee for the 'East Point Long Short Fund'

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

7C.1 *Proposed +issue date

First Issuance: No earlier than 28 February 2023

Second Issuance: No earlier than 1 February 2025

Third Issuance: No earlier than 1 February 2028

The number of Shares calculated in respect of the First Issuance in response to question 7B.2 and then used for the purpose of responding to subsequent questions in this Part 7 is based on the 5-day VWAP for RPL Shares up to and including, and the USD/AUD exchange rate on, the trading day immediately prior to the date of this Appendix 3B. These numbers may change materially based on the formulas at the relevant times, which relevantly incorporate the RPL 5-day VWAP and USD/AUD exchange rate on future dates.

The dates for the proposed issue date in response to question 7C.1 represent the earliest possible issue date of the Shares. These dates may change given the consultation rights of the parties in connection with the calculation of the earn-outs and maximum time periods afforded to the parties in undertaking their obligations.

In addition, one or both of the Second Issuance and the Third Issuance will not occur, and no Shares will be issued under those tranches, if the relevant earn-out hurdle is not achieved. If the earn-out hurdle in respect of the Third Issuance is achieved, the number of shares to be issued under the Third Issuance will depend on the extent to which such hurdle is exceeded, subject to a ceiling. Regal's response to question 7B.2 assumes that the ceiling has been met. The total number of shares issuable under the Third Issuance will also depend on the number of shares actually issued under the Second Issuance; this Appendix 3B sets out the maximum number of shares capable of being issued under either tranche, and therefore double-counts those shares that could be issued under the Second Issuance or the Third Issuance, but not both.

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:

☒ Not applicable - the entity has arrangements in place with the holder that ensure the securities cannot be on-sold within 12 months in a manner that would breach section 707(3) or 1012C(6)