



Announcement Summary

Entity name

REGAL PARTNERS LIMITED

Announcement Type

New announcement

Date of this announcement

3/11/2023

The Proposed issue is:

A non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

Total number of +securities proposed to be issued for a non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Deferred converting redeemable preference shares	47644258

Closing date for receipt of acceptances

20/12/2023

Proposed +issue date

20/12/2023

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

ACN

Registration Number

129188450

1.3 ASX issuer code

RPL

1.4 The announcement is

New announcement

1.5 Date of this announcement

3/11/2023

1.6 The Proposed issue is:

A non-+pro rata offer of +securities under a +disclosure document or +PDS



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

Part 5A - Conditions

5A.1 Do any external approvals need to be obtained or other conditions satisfied before the non-pro rata offer of +securities under a +disclosure document or + PDS can proceed on an unconditional basis? Yes

5A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	15/12/2023	<input checked="" type="checkbox"/> Estimated	No

Comments

On 3 November 2023, Regal Partners Limited announced it had entered into a Sale and Purchase Agreement to acquire 100% of the issued capital of PM Capital Limited. The transaction summary and indicative timetable is disclosed in the announcement. Among other matters, the issuance of the deferred converting redeemable preference shares is conditional upon approval by Regal Partners Limited shareholders at a meeting currently expected to be held on 15 December 2023.

Part 5B - Offer 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)?

 New class

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

 No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

 No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

 No



ASX +security code

New class-code to be confirmed

+Security description

Deferred converting redeemable preference shares

+Security type

Other

The number of +securities to be offered under the +disclosure document or +PDS

47,644,258

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)?

No

Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?

No

Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?

No

Offer price details

Has the offer price been determined?

Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security?

AUD 1.88900

Oversubscription & Scale back details

Will the entity be entitled to accept over-subscriptions?

No

Will a scale back be applied if the offer is over-subscribed?

No

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Please 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.

Subject to shareholder approval, the 47,644,258 deferred converting redeemable preference shares will be issued to the vendor of PM Capital Limited or one or more nominees in accordance with the Sale and Purchase Agreement announced



to ASX on 3 November 2023. Further details on the deferred converting redeemable preference shares will be disclosed in the Notice of Meeting to be sent to shareholders in mid-November 2023.

Part 5C - Timetable

5C.1 Lodgement date of +disclosure document or +PDS with ASIC

11/12/2023

5C.2 Date when +disclosure document or +PDS and acceptance forms will be made available to investors

12/12/2023

5C.3 Offer open date

19/12/2023

5C.4 Closing date for receipt of acceptances

20/12/2023

5C.6 Proposed +issue date

20/12/2023

Part 5D - Listing Rule requirements

5D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

Yes

5D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

15/12/2023

5D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

Part 5E - Fees and expenses

5E.1 Will there be a lead manager or broker to the proposed offer?

No

5E.2 Is the proposed offer to be underwritten?

No



5E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

5E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

N/A

Part 5F - Further Information

5F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

To pay for the acquisition of an asset. Refer to ASX Announcement dated 3 November 2023.

5F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

No

5F.2 Please explain the entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority

As announced to ASX on 3 November 2023 the shares are being issued as part of the consideration for the proposed acquisition by Regal Partners Limited of PM Capital Limited. The shares will be allocated to the vendor or one or more nominees in accordance with the terms of the Sale and Purchase Agreement announced to ASX on 3 November 2023.

5F.3 URL on the entity's website where investors can download the +disclosure document or +PDS

Disclosure document to be uploaded to Regal Partners Limited's website in due course.

5F.4 Any other information the entity wishes to provide about the proposed offer

Details of the offer will be contained in the prospectus.