

10 September 2024

ASX ANNOUNCEMENT

Successful Completion Of Institutional Offer

Key Highlights

- Through conditional commitments and partial underwriting, Gratificii has received interest from investors and shareholders of approximately A\$9.0 million (before costs) – see below for further details.
- The bookbuild for the institutional component of the pro-rata accelerated non-renounceable entitlement offer has been successfully completed, raising approximately A\$0.8 million (before costs), alongside firm commitments for A\$3.5 million (before costs) through an institutional placement.
- A fully committed Retail Entitlement Offer, supported by firm commitments and underwriting, is set to launch, aiming to raise approximately A\$4.7 million (before costs).

Loyalty technology innovator **Gratificii Limited (ASX: GTI)** is pleased to announce that it has successfully closed its \$3.5 million institutional placement (**Placement**) and the accelerated institutional component (**Institutional Entitlement Offer**) of its 1 for 1.28 accelerated pro-rata non-renounceable entitlement offer of new fully paid ordinary shares (**New Shares**) in Gratificii (**Entitlement Offer**), as announced on Monday, 9 September 2024 (the Placement and Entitlement Offer collectively, the **Equity Raising**). All New Shares offered under the Equity Raising will be issued at a price of \$0.004 (**Offer Price**). The Institutional Entitlement Offer and Placement received strong demand from existing shareholders and supportive new institutional investors.

MST Financial Services Pty Ltd (**MST**) acted as the placement agent for the Placement and is acting as the lead manager, bookrunner, and sole partial underwriter for the Entitlement Offer.

Placement and Institutional Entitlement Offer

A total of 192,025,574 New Shares are expected to be issued under the Institutional Entitlement Offer raising \$0.8 million. The Placement received firm commitments for \$3.5 million, comprising 201,122,948 New Shares to be unconditionally issued utilizing Gratificii's existing placement capacity under ASX Listing Rule 7.1 (**Tranche 1**) and 673,877,052 New Shares the issue of which is subject to shareholder approval at an extraordinary general meeting and the Company having an unconditional right to complete the Club Connect acquisition (**Tranche 2**).

New Shares issued under the Placement and Entitlement Offer will rank equally with existing Gratifii shares as at their date of issue.

New Shares issued under the Placement will not be eligible to participate in the Entitlement Offer.

New Shares from Tranche 1 of the Placement and the Institutional Entitlement Offer are expected to be issued on Monday, 16 September 2024.

Retail Entitlement Offer

The retail component of the Entitlement Offer (**Retail Entitlement Offer**) is expected to raise a further approximately \$4.7 million (via the issue of approximately 1.2 billion New Shares (subject to rounding)).

Eligible shareholders who have a registered address in Australia or New Zealand on the register as at 7:00pm (AEST) on Wednesday, 11 September 2024 and who were not invited to participate in the Institutional Entitlement Offer will be able to participate in the retail component of the Entitlement Offer at the same Offer Price and offer ratio as under the Institutional Entitlement Offer.

The Retail Entitlement Offer is expected to open on Monday, 16 September 2024 and close at 5:00pm (AEDT) on Thursday, 17 October 2024.

The Retail Entitlement Offer is being made under a prospectus that was lodged on Monday 9 September 2024 and replaced on Tuesday, 10 September 2024. That prospectus was lodged with ASIC and released on ASX on Monday, 9 September 2024 and replaced on Tuesday, 10 September 2024. The replacement prospectus will be dispatched to eligible retail shareholders, along with personalized application forms, on Monday, 16 September 2024. The replacement prospectus contains details of how to participate in the Retail Entitlement Offer. Eligible retail shareholders may opt to take up all, part or none of their entitlement. Eligible retail shareholders will also have the opportunity to apply for and be allocated additional New Securities up to 150% of their entitlement (subject to scale back at the sole discretion of Gratifii).

Underwriting & Firm Commitments

Through the combination of firm commitments and underwriting the Retail Entitlement Offer is fully committed via:

- approximately \$1.8 million from investors who have committed to their entitlements under the Retail Entitlement Offer and Retail Entitlement Offer shortfall; and
- approximately \$2.9 million underwritten by MST of the Retail Entitlement Offer shortfall (**Underwriting**).

This means any shares not taken up by existing shareholders under the Retail Entitlement Offer will be placed with investors who have sought additional shares under the shortfall or the underwriter.

The underwriting is subject to the terms and conditions of the Underwriting Agreement, which are summarised in the replacement prospectus.

Timetable

EVENT	DATE
Trading Halt	Wednesday, 4 September 2024
Lodgement of Prospectus with ASIC and announcement of Offers	Monday, 9 September 2024
Institutional Offer opens – 10:30am (Sydney time)	Monday, 9 September 2024
Institutional Offer closes – 5:00pm (Sydney time)	Monday, 9 September 2024
Trading halt ends	Tuesday, 10 September 2024
Lodgement of Replacement Prospectus	Tuesday, 10 September 2024
Announcement of results of Institutional Offer and Placement	Tuesday, 10 September 2024
Shares quoted 'ex' rights	Tuesday, 10 September 2024
Record Date for Retail Offer - 7.00pm (Sydney time)	Wednesday, 11 September 2024
Settlement of Institutional Offer and Tranche 1 of the Placement	Thursday, 12 September 2024
Issue of New Shares under the Institutional Offer and Tranche 1 Placement Shares	Monday, 16 September 2024
Despatch of Replacement Prospectus and Application Form to Eligible Retail Shareholders	Monday, 16 September 2024
Opening Date for Retail Offer and Shortfall Offer	Monday, 16 September 2024
Quotation of New Shares under the Institutional Offer and Tranche 1 Placement Shares	Tuesday, 17 September 2024
Despatch of Notice of Meeting for EGM	Tuesday, 17 September 2024
Last day to extend the Closing Date of the Retail Offer and Shortfall Offer	Monday, 14 October 2024
Closing Date for Retail Offer and Shortfall Offer – 5.00pm (Sydney time)	Thursday, 17 October 2024
Extraordinary General Meeting	Friday, 18 October 2024
Announcement of results of Retail Offer and Shortfall Offer	Monday, 21 October 2024

EVENT	DATE
Completion of the Club Connect acquisitions	Monday, 21 October 2024
Settlement of New Shares under the Retail Offer and Shortfall Offer as well as the Tranche 2 Placement Shares	Tuesday, 22 October 2024
Issue of New Shares under the Retail Offer and Shortfall Offer and Tranche 2 Placement Shares	Wednesday, 23 October 2024
Quotation of New Shares issued under the Retail Offer and Shortfall Offer	Thursday, 24 October 2024
Quotation of Tranche 2 Placement Shares*	Friday, 25 October 2024
Completion of the Rapport acquisition	Thursday, 31 October 2024

* Issue of the Tranche 2 Placement Shares is conditional upon Shareholder approval at the EGM and the Company having an unconditional right to complete the Club Connect acquisition. The dates above and other dates referred to (except the date of the prospectuses) are indicative only. Subject to the Listing Rules and the Corporations Act, the Company, reserves the right to change any date (including to extend the closing date of the Offers or to close the Offers early) without prior notice.

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About Gratifii Limited

Gratifii Limited (ASX:GTI) is an ASX listed company transforming the way that loyalty and rewards are managed and delivered. Our single platform is a complete solution offering affordable, market-leading functionality and configurability. Over 80 mid-to-top tier brands rely on Gratifii for their loyalty and rewards across Australia, New Zealand and Southeast Asia.