



Announcement Summary

Entity name

TERRAGEN HOLDINGS LIMITED

Announcement Type

New announcement

Date of this announcement

5/12/2024

The Proposed issue is:

An accelerated offer

Total number of +securities proposed to be issued for an accelerated offer

ASX +security code	+Security description	Maximum Number of +securities to be issued
TGH	ORDINARY FULLY PAID	114,621,468

Trading resumes on an ex-entitlement basis (ex date)

9/12/2024

+Record date

9/12/2024

Offer closing date for retail +security holders

16/1/2025

Issue date for retail +security holders

23/1/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

TERRAGEN HOLDINGS 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**

073892636

**1.3 ASX issuer code**

TGH

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

5/12/2024

**1.6 The Proposed issue is:**

An accelerated offer

**1.6b The proposed accelerated offer is**

Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)



## Part 3 - Details of proposed entitlement offer issue

## Part 3A - Conditions

**3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?**

No

## Part 3B - Offer details

**+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued**

**ASX +security code and description**

TGH : ORDINARY FULLY PAID

**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

**If the entity has quoted company options, do the terms entitle option holders to participate on exercise?**

No

## Details of +securities proposed to be issued

**ASX +security code and description**

TGH : ORDINARY FULLY PAID

**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

**ISIN Code for the entitlement or right to participate in the offer (if Issuer is foreign company and +securities do not have +CDIs issued over them)**

**Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)**

**Has the offer ratio been determined?**

Yes

**The quantity of additional +securities to be issued**

50

**For a given quantity of +securities held**

161

**What will be done with fractional entitlements?**

**Maximum number of +securities proposed to be issued (subject to**

**rounding)**

Fractions rounded up to the next whole number 114,621,468

**Offer price details for retail security holders****Has the offer price for the retail offer been determined?**

Yes

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security for the retail offer?**

AUD 0.03500

**Offer price details for institutional security holders****Has the offer price for the institutional offer been determined?**

Yes

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security for the institutional offer?**

AUD 0.03500

**Oversubscription & Scale back details****Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**

Yes

**Describe the limits on over-subscription**

Eligible Retail Shareholders who take up all of their Entitlement may apply for additional New Shares. However, there is no guarantee that they will be allocated any Additional Shares.

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

Yes

**Describe the scale back arrangements**

Terragen will scale back applications for Additional Shares in its absolute discretion, which may include:

- (a) having regard to the pro rata Entitlement of Eligible Retail Shareholders who apply for Additional Shares; and
- (b) to ensure compliance with the ASX Listing Rules, the Corporations Act and all other applicable laws.

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

Yes

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**Part 3D - Timetable**

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**3D.1a First day of trading halt**

5/12/2024

**3D.1b Announcement date of accelerated offer**

5/12/2024



**3D.2 Trading resumes on an ex-entitlement basis (ex date)**

9/12/2024

**3D.5 Date offer will be made to eligible institutional +security holders**

5/12/2024

**3D.6 Application closing date for institutional +security holders**

6/12/2024

**3D.8 Announcement of results of institutional offer**

**(The announcement should be made before the resumption of trading following the trading halt)**

9/12/2024

**3D.9 +Record date**

9/12/2024

**3D.10a Settlement date of new +securities issued under institutional entitlement offer**

12/12/2024

**3D.10b +Issue date for institutional +security holders**

13/12/2024

**3D.10c Normal trading of new +securities issued under institutional entitlement offer**

16/12/2024

**3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue**

12/12/2024

**3D.12 Offer closing date for retail +security holders**

16/1/2025

**3D.13 Last day to extend retail offer close date**

13/1/2025

**3D.19 +Issue date for retail +security holders and last day for entity to announce results of retail offer**

23/1/2025

Part 3E - Fees and expenses

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**3E.1 Will there be a lead manager or broker to the proposed offer?**

Yes

**3E.1a Who is the lead manager/broker?**

Morgans Corporate Limited

**3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

The lead manager of the Entitlement Offer will be paid a management fee of:

- (a) 3.0% of the proceeds of the Entitlement Offer (other than any take-up by Mr Ward); and
- (b) 1.0% of the proceeds of the Entitlement Offer (for take-up by Mr Ward).

**3E.2 Is the proposed offer to be underwritten?**

Yes

**3E.2a Who are the underwriter(s)?**

Morgans Corporate Limited

**3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?**

The offer is fully under-written

**3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?**

The Company will pay the Underwriter an underwriting fee of:

- (a) 2.0% of the proceeds of the Entitlement Offer (other than any take-up by Mr Ward); and
- (b) 2.0% of the proceeds of the Entitlement Offer (for take-up by Mr Ward).

**3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated**

Please refer to the Summary of Underwriting Agreement section in the Investor Presentation dated 5 December 2024

**3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?**

Yes

**3E.2e (i) What is the name of that party?**

Mr Scobie Ward  
Mr Mike Barry  
Mr Richard Norton  
Mr Andrew Guthrie

**3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?**

Mr Scobie Ward has agreed to sub-underwrite the Entitlement Offer up to a maximum of \$1,389,305  
The other parties mentioned above and Matthew Whyte (CFO) have agreed to sub-underwrite the Entitlement Offer up to a maximum of \$100,000 (Mr Mike Barry - \$50,000, Mr Richard Norton - \$20,000, Mr Matthew Whyte \$20,000 and Mr Andrew Guthrie - \$10,000)

**3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?**

No sub-underwriting fees will be paid to be 10.11 parties

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

No

**3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Legal costs, Share registry costs and other costs of approximately \$195,000 (incl GST)



## Part 3F - Further Information

### 3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

Animal and plant based scientific research  
Research & development staff wages  
Product commercialisation costs in relation to Dry MYLO  
Costs of the transaction

### 3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

No

### 3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

No

### 3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

Institutional holders with a registered address in countries other than Australia, New Zealand, Hong Kong, the UK and the US and Retail holders with a registered address in countries other than Australia and New Zealand are not eligible to participate

### 3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

Yes

#### 3F.5a Please provide further details of the offer to eligible beneficiaries

The offer will be made to nominees/custodians. The share registry will send a letter to inform beneficiaries of their entitlements.

### 3F.6 URL on the entity's website where investors can download information about the proposed issue

<https://www.terragen.com.au/>

### 3F.7 Any other information the entity wishes to provide about the proposed issue

### 3F.8 Will the offer of rights under the rights issue be made under a +disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

No

### 3F.9 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)