

19 May 2025

AUSTRALIAN SECURITIES EXCHANGE

Attention Company Announcements

**Cleansing notice under section 708AA(2)(f) Corporations Act –
Entitlement Offer**

Raptis Group Limited (**Raptis** or the **Company**) (**ASX:RPG**) gives this notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth) (**Corporations Act**) in relation to the pro rata non-renounceable entitlement offer of fully paid ordinary shares in the Company to raise approximately \$1,753,424 as announced to the ASX on Monday 19 May 2025 (**Entitlement Offer**).

Under the Entitlement Offer, eligible shareholders may subscribe for one (1) ordinary share in the Company (**New Shares**) for every one (1) existing ordinary share (**Entitlements**) held at 7.00pm on Friday, 23 May 2025 (**Record Date**) at the offer price of \$0.01 per New Share (**Offer Price**). The Entitlement Offer is fully underwritten by 50% by GAS Asset Holdings Pty Ltd ACN 656 555 716 and 50% by Hayman Developments (QLD) Pty Ltd ACN 126 508 398.

The Company will offer the New Shares for issue without disclosure to investors under section 708AA(2)(f) Corporations Act as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Instrument 2016/84**) and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 (**Instrument 2016/73**).

Further details of the Entitlement Offer are set out in the Company's announcement that has been lodged with ASX today. An information booklet for the Entitlement Offer will be released on ASX and dispatched to eligible shareholders on Wednesday, 28 May 2025, being the date the Entitlement Offer opens.

The Company gives notice that:

- (a) the New Shares will be issued without disclosure under Part 6D.2 of the Corporations Act as notionally modified by Instrument 2016/84;
- (b) this notice is given under section 708AA(2)(f) Corporations Act as notionally modified by Instrument 2016/84;
- (c) as at the date of this notice, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - (ii) section 674 and 674A of the Corporations Act; and
- (d) as at the date of this notice, there is no 'excluded information' of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act as notionally modified by Instrument 2016/84 that is required to be set out in this notice under section 708AA(7) of the Corporations Act.



The effect and consequence on the control of the Company as a result of the issue of New Shares under the Entitlement Offers is dependent on a number of factors:

- (a) If all eligible shareholders of the Company (**Eligible Shareholders**) take up their Entitlements, the ownership interest (and voting power) will remain largely unchanged and the effect on the control of the Company will be minimal.
- (b) To the extent any Eligible Shareholder does not take up their Entitlements in full, the percentage holding in the Company of that Eligible Shareholder will be diluted by those other Eligible Shareholders who take up some or all of their Entitlements.
- (c) To the extent all Entitlements are not taken up by Eligible Shareholders, due to the Entitlement Offer being underwritten, there is a potential for a material change of the control of the Company. As at the date of this notice, GAS Asset Holdings Pty Ltd and Hayman Developments (QLD) Pty Ltd (collectively the **Underwriters** and each being an **Underwriter**) have confirmed that they will fully underwrite the Entitlement Offer if any shortfall remains after allocations under the Entitlement Offer. Pursuant to the underwriting arrangement, each Underwriter has agreed that it will subscribe or procure subscriptions for the shortfall up to a maximum of 50% each of the 175,342,427 New Shares (approximately 87,671,214 each) under the Entitlement Offer. The Underwriters also have the ability to enter into sub-underwriting arrangements.
- (d) Each Underwriter received 11,250,000 shares in the Company under the placement as set out in the Company's announcement that has been lodged with ASX today, which represents each Underwriter holding approximately 6.4% of shares on issue in the Company. Assuming that there is no participation by existing shareholders in the Entitlement Offer (which the Company believes is unlikely), and the Underwriters do not enter into sub-underwriting arrangements or procure subscription by other investors in accordance with the underwriting arrangements, the relevant interest in the Company of each Underwriter may increase to a maximum of 98,921,214 shares or 28.2% holding in the Company.
- (e) To the extent that Eligible Shareholders participate in the Entitlement Offer (ie apply for New Shares under the Entitlement Offer), the potential increases in the relevant interests noted in paragraph (d), and therefore impact on the control of the Company, will be less than indicated.

This ASX announcement was authorised for release by the Company's board of directors.

For more information:

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Important information

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer would be illegal. The securities referred to in this document have not been and will not be registered under the *United States Securities Act of 1933* (the **US Securities Act**), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States, unless the securities have been registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available.

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This announcement may not be distributed or released in the United States.

This announcement contains certain 'forward-looking statements' within the meaning of the securities laws of applicable jurisdictions. Forward-looking statements can generally be identified by the use of forward-looking words such as 'may,' 'should,' 'expect,' 'anticipate,' 'estimate,' 'scheduled' or 'continue' or the negative version of them or comparable terminology. Any forecasts or other forward looking statements contained in this announcement are subject to known and unknown risks and uncertainties and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and these differences may be material. The Company does not give any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward- looking statements in this announcement will actually occur and you are cautioned not to place undue reliance on forward-looking statements.

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