



Announcement Summary

Entity name

CLIME CAPITAL LIMITED

Announcement Type

New announcement

Date of this announcement

1/8/2025

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
CAMG	CONVERT BOND 5.25% 30-11-25 QLY RED	14000000

Closing date for receipt of acceptances

25/8/2025

Proposed +issue date

1/9/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

CLIME CAPITAL 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

99106282777

1.3 ASX issuer code

CAM

1.4 The announcement is

New announcement

1.5 Date of this announcement

1/8/2025

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?

No

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)?

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

CAMG : CONVERT BOND 5.25% 30-11-25 QLY RED

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

14,000,000

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)?

Yes

Is the minimum acceptance unit based or dollar based?

Unit based

Please enter the minimum acceptance value

2,000

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 1.00000

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?

Yes

Describe the scale back arrangements

Any scale back of securities offered under the disclosure document will be done at the absolute discretion of the Board of the Company. If the applications are scaled-back, the scaled-back application monies will be returned to the applicant without interest.

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

Yes

Part 5C - Timetable

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

1/8/2025

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

4/8/2025

5C.3 Offer open date

4/8/2025

5C.4 Closing date for receipt of acceptances

25/8/2025

5C.6 Proposed +issue date

1/9/2025

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

22/11/2024

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?

Yes

5E.1a Who is the lead manager/broker?

Lead manager - Ord Minnett Limited

5E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

The Lead Manager will be paid a fixed fee of \$250,000 (excluding GST) on the Settlement Date.
In addition, the Company will pay the Lead Manager a management and selling fee of 2% (excluding GST) of the proceeds raised by the Lead Manager under the Broker Firm Offer.

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?

Yes

5E.3a Will the handling fee or commission be Dollar based or Percentage based?

Percentage based (%)

5E.3b Amount of any handling fee or commission payable to brokers who lodge acceptances on behalf of investors

2.000000 %

5E.3c Please provide any other relevant information about the handling fee or commission method

The Lead Manager will be paid a management and selling fee of 2% (excluding GST) of the proceeds raised by the Lead Manager under the Broker Firm Offer.

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

Part 5F - Further Information

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

To fund:

- redemptions (and payment of accrued interest) of existing Notes;
- further investments in securities in accordance with the Company's existing investment strategy; and
- costs associated with the Offer.

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

CAM will seek to provide Applicants under the Priority Offer with an allocation of at least 2,000 CAM Notes (where such Applicants have applied for 2,000 or more CAM Notes) on a reasonable endeavours basis. CAM does not guarantee any minimum allocation and the extent of any allocation will ultimately depend on the number of Applicants under the Priority



Offer and the total level of Applications under the Offer.

Allocations to brokers and institutional investors under the Broker Firm Offer will be determined by CAM, in agreement with the Lead Manager.

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

<https://clime.com.au/clime-capital-limited/#cam-intro>

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

At a meeting held on 31 July 2025, existing CAMG Noteholders approved the restructure of Note terms effective from midnight on 31 August 2025. Key changes included an increase in the interest rate from 5.25% p.a. to 6.50% p.a. and maturity date extended to 30 November 2028. This additional convertible notes offer is being made on the same terms.