



Announcement Summary

Entity name

FELIX GROUP HOLDINGS LTD

Announcement Type

New announcement

Date of this announcement

20/8/2025

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
FLX	ORDINARY FULLY PAID	24,545,455

Proposed +issue date

27/8/2025

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**

FELIX GROUP HOLDINGS LTD

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**

65159858509

**1.3 ASX issuer code**

FLX

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

20/8/2025

**1.6 The Proposed issue is:**

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

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Part 7A - Conditions

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**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

No

Part 7B - Issue details

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**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

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**ASX +security code and description**

FLX : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

24,545,455

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.22000

**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 7C - Timetable

**7C.1 Proposed +issue date**

27/8/2025

## Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**  
No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**  
Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

24,545,455

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**  
No

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**  
No

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**  
No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**  
No

## Part 7E - Fees and expenses

**7E.1 Will there be a lead manager or broker to the proposed issue?**  
Yes

**7E.1a Who is the lead manager/broker?**

Canaccord Genuity (Australia) Limited

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

A selling fee of 3% of the placement consideration

**7E.2 Is the proposed issue to be underwritten?**  
Yes

**7E.2a Who are the underwriter(s)?**

Canaccord Genuity (Australia) Limited

**7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?**

100% of this Tranche 1 Placement is underwritten

**7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?**

An underwriting fee of 3% of the placement consideration

**7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.**

1. ASX300 performance dropping 10%,
2. A condition completion of the accompanying acquisition being incapable of satisfaction, or agreement is voided



3. The notice of meeting for the EGM required for tranche 2 placement issue is withdrawn
4. Material change in the timeline of the transaction
5. The Placement is withdrawn
6. A Certificate which is required to be furnished by the Company under this Agreement is not furnished when required
7. ASIC or the Takeovers Panel prosecutes or holds a hearing to investigate the Placement
8. ASX announces that the Company's shares will be delisted, removed from quotation, withdrawn from admission or suspended from quotation
9. There is an alteration of the Company's capital structure without the prior consent of the Lead Manager
10. The Company is unable to issue or prevented from issuing Offer Securities
11. A Cleansing Notice is or becomes defective

**7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Part 7F - Further Information

**7F.01 The purpose(s) for which the entity is issuing the securities**

The proceeds of the Tranche 1 Placement will partially fund the acquisition of Nexvia Pty Ltd, drive organic growth initiatives, provide working capital and transaction costs.

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

The issue is Tranche 1 of a 2 tranche placement to raise a total of \$16.0 million. Shares issued in the placement will have 5 attaching options for every 7 new shares issued. Tranche 2 of the placement and the issue of the attaching options for the placement (both Tranche 1 and Tranche 2) is subject to shareholder approval.

**7F.3 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)