



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
New class-code to be confirmed	2025 Placement Options	51,948,052
FLX	ORDINARY FULLY PAID	48,181,818

Proposed +issue date

7/10/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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

Part 7A - Conditions

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?

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	30/9/2025	Actual	

Comments

Part 7B - Issue 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)?
New class

Will the proposed issue of this +security include an offer of attaching +securities?
No

Details of +securities proposed to be issued

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

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?
No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?
No

ASX +security code	+Security description
New class-code to be confirmed	2025 Placement Options

+Security type
Options

Number of +securities proposed to be issued
51,948,052

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

No

Please describe the consideration being provided for the +securities

Participants in the placement receive 5 options for every 7 shares issued in the placement. The options expire in 5 years and have an exercise price 40% above the capital raise price.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

Options details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.3100	7/10/2030

Details of the type of +security that will be issued if the option is exercised

FLX : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

One fully paid ordinary share (ASX:FLX) for every option exercised.

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

The material terms of the attaching options are detailed in the ASX Announcement released to the ASX on 19 August 2025: <https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02980233-2A1614521&v=4a466c-c3f899e00730cfbfc5ab8940c41f474b6>

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

FLX : ORDINARY FULLY PAID

Number of +securities proposed to be issued

48,181,818

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

Part 7C - Timetable

7C.1 Proposed +issue date

7/10/2025

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?

Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

30/9/2025

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

Yes

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 2 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

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 2 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:

Not applicable - the entity has arrangements in place with the holder that ensure the securities cannot be on-sold within 12 months in a manner that would breach section 707(3) or 1012C(6)