



www.felix.net  
Unit 1F  
24 Macquarie Street  
Teneriffe QLD 4005  
Felix Group Holdings Ltd (ACN: 159 858 509)

## Letter to Eligible Shareholders

26 August 2025

Dear Eligible Shareholder,

### INVITATION TO PARTICIPATE IN SHARE PURCHASE PLAN

On 19 August 2025, Felix Group Holdings Ltd (ASX: FLX) ("**Felix**" or the "**Company**") announced the offer for shareholders to participate in a share purchase plan (**SPP**) to subscribe for fully paid shares (**SPP Shares**) in the Company (**SPP Offer**).

The board of Directors (**Board**) is now pleased to provide eligible shareholders with the terms and conditions of the SPP Offer as enclosed in this letter (**Terms and Conditions**).

### Shareholders Eligible to Participate in the SPP Offer

Participation under the SPP Offer is optional and is available exclusively to shareholders of the Company who are registered as holders of shares at 7.00 pm (Sydney time) on Monday, 18 August 2025 (**Record Date**) and whose registered address is in Australia or New Zealand are not located in the United States, and are not acting for the account or benefit of persons in the United States (**Eligible Shareholders**).

### Share Purchase Plan

The SPP Offer entitles Eligible Shareholders, irrespective of the size of their shareholding, to purchase up to \$30,000 worth of SPP Shares at an issue price of \$0.21 (**Price**) per SPP Share. The Price represents a discount of 3.7% to the volume weighted average market price (**VWAP**) for the shares over the last 10 days on which sales in the shares were recorded before the day on which the SPP Offer was announced.

The amount proposed to be raised under the SPP Offer is capped at \$1.0 million.

In the event of oversubscription by the Closing Date (as defined below) the Directors will scale back applications. Any scale back will be applied on a pro rata basis, having regard to the applicant's shareholding at the Record Date and will be conducted having regard to all applicable regulatory requirements and the Company will promptly return to the shareholder the relevant application monies, without interest. Scale-back for shares held by custodians (as defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (**Instrument 2019/547**)) (**Custodian**) will be applied at the level of the underlying beneficiary.

### Current Activities

Details of the Company's current activities are set out in the announcements made by the Company to the ASX and are available on the ASX web-site, or the Company's web-site at <https://www.felix.net/investors>.

The funds raised under the SPP Offer will be used for to partially fund the acquisition of Nexvia Pty Ltd, drive organic growth initiatives, provide working capital and transaction costs. Further particulars are available in the Company's announcement of Tuesday, 19 August 2025.

### How much can you invest?

Eligible Shareholders may each apply for up to a maximum of \$30,000 worth of SPP Shares and a minimum of \$1,000 worth of SPP Shares under the SPP Offer.

The SPP Offer does not exceed an aggregate amount of \$30,000, subject to Instrument 2019/547 and the ASX Listing Rules. Any applications received under the SPP Offer will be scaled back or declined if the aggregate amount subscribed under the SPP Offer exceeds \$30,000.

## How to accept this Offer

To apply for SPP Shares under the SPP Offer, please visit [www.computersharecas.com.au/felixspp2025](http://www.computersharecas.com.au/felixspp2025) using your Holder Identification (**HIN**) or Security Reference Number (**SRN**), state and postcode to access your unique BPAY details.

Eligible Shareholders based in New Zealand unable to pay via BPAY can pay via Electronic Funds Transfer (**EFT**) by visiting [www.investorcentre.com/au](http://www.investorcentre.com/au) and accessing their personalised Application Form with EFT instructions to make payment for the SPP Offer.

Eligible Shareholders may participate by selecting only one of the following offers to purchase SPP Shares under the SPP Offer:

OPTION	DOLLAR VALUE OF SPP SHARES	NUMBER OF SPP SHARES
1	\$1,000	4,761
2	\$2,000	9,523
3	\$5,000	23,809
4	\$10,000	47,619
5	\$15,000	71,428
6	\$20,000	95,238
7	\$25,000	119,047
8	\$30,000	142,857

<sup>1</sup> Based on the issue price of \$0.21 per SPP Share.

The number of SPP Shares to which you are entitled will be calculated by dividing the subscription amount you have elected by the Price, rounded down.

Once an application has been made it cannot be revoked. Applications and cleared payment must be received by no later than the closing date of 5.00 pm Sydney time on Tuesday, 9 September 2025 (**Closing Date**). If the exact amount of money is not tendered with your application, the Company reserves the right to either:

- (a) return your payment and not allot any SPP Shares to you; or
- (b) allot to you the number of SPP Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your payment and refund the excess application money to you by electronic funds transfer as soon as possible, without interest.

## Multiple Holdings

The maximum investment any Eligible Shareholder may apply for will remain \$30,000 even if an Eligible Shareholder receives more than one SPP Offer (whether in respect of a joint holding or because the Eligible Shareholder has more than one holding under a separate account). It is the responsibility of the applicant to ensure that the aggregate of the application price paid for the SPP Shares the subject of the application and any other shares and interests in the class applied for by you under the SPP Offer or any similar arrangement in the 12 months prior to the date of submission does not exceed \$30,000.

## Custodians

If you are an Eligible Shareholder and hold shares as a Custodian, you may apply for up to a maximum amount of \$30,000 worth of SPP Shares (inclusive of any participation in the previous plan) in respect of each beneficiary for whom you act as Custodian who is resident in Australia or New Zealand, subject to providing a Custodian certificate to the Company, as described in the Terms and Conditions enclosed with this letter. Please refer to the Terms and Conditions for more details.

## Issue Price and Market Price

The Company's rationale for pricing the SPP Shares under the SPP Offer at \$0.21 is to ensure that Company's existing shareholders are provided the opportunity to participate in the capital raise announced to the ASX on 19 August 2025 (**Capital Raise**). The price for the SPP Shares was set at a \$0.01 discount to the price paid by Institutional Investors for ordinary shares under the Placement.

On the last trading day immediately prior to the announcement date of the SPP Offer, the closing price of the shares traded on ASX was \$0.22 per share. The VWAP for the last ten days of trading prior to the announcement of the SPP Offer ending on 15 August 2025 was \$0.218. As such, this reflects a discount of 3.7%. The market price of SPP Shares in the Company may rise and fall between the date of the SPP Offer and the date that any SPP Shares are issued to you as a result of your application under the SPP Offer.

For an SPP to fall within the exception to the 15% issue capacity under ASX Listing Rule 7.1 as set out in ASX Listing Rule 7.2 (Exception 5), the issue price of shares under the SPP must be more than 80% of the average market price of the company's shares calculated over the 5 days on which sales occurred prior to the announcement of the SPP. In addition, the company may only carry out one SPP in any 12-month period.

Under the terms of the current SPP Offer, these conditions have been met, given that the \$0.21 issue price is more than 80% of the average market price of the Company's shares calculated over the 5 days on which sales occurred prior to the announcement of the SPP Offer, being \$0.214 and there has been no other SPP in the past 12-month period.

By making an application under this SPP Offer and applying for SPP Shares under the SPP Offer:

- (a) each Eligible Shareholder will be acknowledging that the purchase price is at a discount, SPP Shares are a speculative investment and the price of shares on ASX may change between the date of the Company announcing its intention to make the SPP Offer and the date of issue of SPP Shares under that SPP Offer and that the value of the SPP Shares received under the SPP Offer may rise or fall accordingly; and
- (b) each Eligible Shareholder will be representing to the Company that the total of the application price for this SPP Offer (as provided for in Instrument 2019/547) does not exceed \$30,000.

The Board recommends that you obtain your own financial and taxation advice in relation to the SPP Offer and consider price movements of shares in the Company prior to making an application under this SPP Offer.

## Additional Information and Important Dates

The offer of SPP Shares under the SPP Offer is made in accordance with Instrument 2019/547 and therefore does not require a prospectus for the purposes of Chapter 6D of the *Corporations Act (2001)* (Cth).

The SPP Offer cannot be transferred. SPP Shares allotted under the SPP Offer will be issued no later than 5 business days after the Closing Date. Application for quotation on ASX of the SPP Shares will be made immediately following the issue of those SPP Shares.

## Foreign offer restrictions

This document may not be released or distributed in any country other than Australia and New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this document have not been, and will not be, registered under the *US Securities Act of 1933* (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

## New Zealand Shareholders

The SPP Shares offered under the SPP Offer are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand and to whom the SPP Offer is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021* (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013* (New Zealand). This document is not a product disclosure statement under

New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

#### **Indicative Timetable\***

Record Date for the SPP Offer	7:00 p.m. (SYDNEY TIME) on Monday, 18 August 2025
Announcement of the SPP Offer	Tuesday, 19 August 2025
Dispatch of the SPP Offer booklet to Eligible Shareholders	Tuesday, 26 August 2025
Opening Date for the SPP Offer	9:00 a.m. (Sydney time) on Tuesday, 26 August 2025
Closing Date for the SPP Offer	5:00 p.m. (Sydney time) on Tuesday, 9 September 2025
Announcement of the results	Friday, 12 September 2025
Allotment and issue of SPP Shares under the SPP Offer	Monday, 15 September 2025
Lodgement of Appendix 2A	
Dispatch of holdings statements in respect of SPP Shares issued under the SPP Offer	Tuesday, 16 September 2025
Quotation of SPP Shares issued under the SPP Offer	Tuesday, 16 September 2025

\*All dates and times are indicative and subject to change without notice. All dates and times are Sydney time.

#### **Further Information**

If you have any queries regarding the SPP Offer, please contact the Company Secretary on +61 401 663 177

Yours sincerely

**Michael Bushby**  
**Chairman**  
**Felix Group Holdings Ltd**