Announcement Summary

Entity name

PSC INSURANCE GROUP LIMITED

Announcement Type

New announcement

Date of this announcement

Thursday August 27, 2020

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
PSI	ORDINARY FULLY PAID	506,227

Proposed +issue date

Monday August 31, 2020

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

PSC INSURANCE GROUP 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.

1.2 Registered Number Type	**Registration Number**
ACN	147812164

1.3 ASX issuer code

PSI

1.4 The announcement is

☑ New announcement

1.5 Date of this announcement

Thursday August 27, 2020

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 - Are any of the following approvals required for the placement or other type of issue?
- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity**

No

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)?
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

PSI : ORDINARY FULLY PAID

Number of +securities proposed to be issued

506,227

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 2.32370

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

Monday August 31, 2020

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?

506,227 FPO

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?

Yes

7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

455,605 FPO - Escrow to 26/07/2021 - as required under the BSA for the acquisition of assets of Griffiths Goodall Insurance Brokers Pty Ltd.

Part 7E - Fees and expenses

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

No

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

No

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

N/A

Part 7F - Further Information

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

Shares issued fully paid under the terms of the BSA with Griffiths Goodall Insurance Brokers Pty Ltd as announced to the ASX on 09/07/2019. This issue is in relation to the 1st anniversary First Rise and Fall Amount under that agreement.

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

Calculation of issue price:
 - 5 day VWAP price at which PSI shares traded on the ASX on the five trading days before 1 July 2020, with a 5% discount applied to that value.
At the time of our original Appendix 3B (26/07/2019) in relation to the completion payment, it was estimated that shares to be issued under this 1st anniversary Rise and Fall Amount would be approximately 493,036 FPO at $2.4339 per share.

PSI may seek Shareholder approval of this issue, under L.R. 7.4, at a future meeting of Shareholders.

There is a further, 2nd anniversary payment due on or around 26/07/2021. The share consideration component can be to a maximum value of $1,200,000 based on the 5 day VWAP price at which PSI shares traded on the ASX on the five trading days before 1 July 2021, with a 5% discount applied to that value. At the consideration for the 1st anniversay First Rise and Fall Amount of $2.3237 per share this equates to 506,227 shares.