



## Announcement Summary

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**Entity name**

AD1 HOLDINGS LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Tuesday October 13, 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
AD1	ORDINARY FULLY PAID	48,076,923

**Proposed +issue date**

Friday October 16, 2020

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**

AD1 HOLDINGS 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**

ACN

**Registration Number**

123129162

**1.3 ASX issuer code**

AD1

**1.4 The announcement is**

☒ New announcement

**1.5 Date of this announcement**

Tuesday October 13, 2020

**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 - 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

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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

AD1 : ORDINARY FULLY PAID

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

48,076,923

#### 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 0.05200

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

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

Friday October 16, 2020

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Part 7D - Listing Rule requirements

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**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?**

48,076,923

**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

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Part 7E - Fees and expenses

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

☒ No

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

☒ Yes

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

The Placement is being underwritten equally by the three Non-Executive Directors of the Company ("Joint Underwriters")



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

The underwritten amount is \$1,500,000

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

Non-cash underwriting fee of 6% of the underwritten amount is payable to the Joint Underwriters

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

- ASX announces that the Company will be removed from the official list or that any Shares will be removed from official quotation;
- ASX does not, or states that it will not, grant official quotation of all the Placement Shares on an unconditional basis;
- the Company withdraws the Placement or any part of it;
- any Group Member is, or becomes, Insolvent

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

☒ Yes

**7E.3a What is the name of that party?**

Andrew Henderson, Michael Norster and Nicholas Smedley

**7E.3b What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?**

The underwritten amount is \$1,500,000

**7E.3c What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?**

Non-cash underwriting fee of 6% of the underwritten amount is payable to the Joint Underwriters

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

Approximately \$110,000 in related transaction costs to be incurred in connection with the proposed issue

Part 7F - Further Information

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

The funds raised will be used for the acquisition and integration of Art of Mentoring and as reserve for the expedited implementation of a pipeline of acquisition opportunities

**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**

Please refer to the accompanying ASX announcement for other information