



## Announcement Summary

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**Entity name**

READCLOUD LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Tuesday October 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
n/a	Performance Rights	657,894

**Proposed +issue date**

Friday October 30, 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**

READCLOUD 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**

ABN

**Registration Number**

44136815891

**1.3 ASX issuer code**

RCL

**1.4 The announcement is**

☒ New announcement

**1.5 Date of this announcement**

Tuesday October 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

☒ Yes

#### 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	Friday October 30, 2020	<input checked="" type="checkbox"/> Actual	

#### Comments

The issue is subject to satisfaction/waiver of conditions precedent and completion of acquisition.

### 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 are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

☒ Yes

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

☒ No

ASX +security code

New class-code to be confirmed

+Security description

Performance Rights



### +Security type

Performance options/rights

### Number of +securities proposed to be issued

657,894

### 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

Deferred Consideration for the acquisition of PKY Media Pty Ltd determined by reference to achievement of FY21 revenue numbers

### Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

250,000.000000

Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ Yes

### Performance options/rights details

#### +Security currency

AUD - Australian Dollar

#### Exercise price

AUD 0.3800

#### Expiry date

Friday December 31, 2021

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

RCL : ORDINARY FULLY PAID

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

657,894

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.

[https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02299354-3A553679?access\\_token=83ff96335c2d45a094df02a206a39ff4](https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02299354-3A553679?access_token=83ff96335c2d45a094df02a206a39ff4)

## Part 7C - Timetable

### 7C.1 Proposed +issue date

Friday October 30, 2020



## 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?**

657,894

**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

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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?**

☒ 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

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

To align the Vendor with RCL in the future, preserve cash resources; and to ensure that the price which it pays for Target accurately reflects underlying performance of the Vendor business in the near term.

**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**