



## Announcement Summary

**Entity name**

G.U.D. HOLDINGS LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

30/11/2021

**The Proposed issue is:** An accelerated offer A placement or other type of issue**Total number of +securities proposed to be issued for an accelerated offer**

ASX +security code	+Security description	Maximum Number of +securities to be issued
GUD	ORDINARY FULLY PAID	27,415,335

**Trading resumes on an ex-entitlement basis (ex date)**

1/12/2021

**+Record date**

2/12/2021

**Offer closing date for retail +security holders**

15/12/2021

**Issue date for retail +security holders**

22/12/2021

**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
GUD	ORDINARY FULLY PAID	11,490,425

**Proposed +issue date**

9/12/2021

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**

G.U.D. 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.

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**

99004400891

**1.3 ASX issuer code**

GUD

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

30/11/2021

**1.6 The Proposed issue is:**

An accelerated offer

A placement or other type of issue

**1.6b The proposed accelerated offer is**

Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)



Part 3 - Details of proposed entitlement offer issue

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Part 3A - Conditions

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**3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?**

No

Part 3B - Offer details

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**Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued**

**ASX +security code and description**

GUD : ORDINARY FULLY PAID

**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

**If the entity has quoted company options, do the terms entitle option holders to participate on exercise?**

No

Details of +securities proposed to be issued

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**ASX +security code and description**

GUD : ORDINARY FULLY PAID

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**ISIN Code for the entitlement or right to participate in the offer (if Issuer is foreign company and +securities are non CDIs)**

**Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)**

**Has the offer ratio been determined?**

Yes

**The quantity of additional +securities For a given quantity of +securities**

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<b>to be issued</b>	<b>held</b>
100	346

<b>What will be done with fractional entitlements?</b>	<b>Maximum number of +securities proposed to be issued (subject to rounding)</b>
Fractions rounded up to the next whole number	27,415,335

#### Offer price details for retail security holders

**Has the offer price for the retail offer been determined?**  
 Yes

<b>In what currency will the offer be made?</b>	<b>What is the offer price per +security for the retail offer?</b>
AUD - Australian Dollar	AUD 10.40000

#### Offer price details for institutional security holders

**Has the offer price for the institutional offer been determined?**  
 Yes

<b>In what currency will the offer be made?</b>	<b>What is the offer price per +security for the institutional offer?</b>
AUD - Australian Dollar	AUD 10.40000

#### Oversubscription & Scale back details

**Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**  
 Yes

##### Describe the limits on over-subscription

Eligible retail shareholders participating in the entitlement offer who take up all of their entitlement may also apply for additional new shares in the entitlement offer.

**Will a scale back be applied if the offer is over-subscribed?**  
 Yes

##### Describe the scale back arrangements

If eligible retail shareholders apply for more additional new shares than available in the entitlement offer, GUD will scale back applications for additional new shares in its discretion.

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**  
 Yes



Part 3D - Timetable

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**3D.1a First day of trading halt**

30/11/2021

**3D.1b Announcement date of accelerated offer**

30/11/2021

**3D.2 Trading resumes on an ex-entitlement basis (ex date)**

1/12/2021

**3D.5 Date offer will be made to eligible institutional +security holders**

30/11/2021

**3D.6 Application closing date for institutional +security holders**

30/11/2021

**3D.8 Announcement of results of institutional offer**

**(The announcement should be made before the resumption of trading following the trading halt)**

1/12/2021

**3D.9 +Record date**

2/12/2021

**3D.10a Settlement date of new +securities issued under institutional entitlement offer**

8/12/2021

**3D.10b +Issue date for institutional +security holders**

9/12/2021

**3D.10c Normal trading of new +securities issued under institutional entitlement offer**

9/12/2021

**3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue**

6/12/2021

**3D.12 Offer closing date for retail +security holders**

15/12/2021

**3D.13 Last day to extend retail offer close date**

10/12/2021

**3D.19 +Issue date for retail +security holders and last day for entity to**



## announce results of retail offer

22/12/2021

### Part 3E - Fees and expenses

#### 3E.1 Will there be a lead manager or broker to the proposed offer?

Yes

##### 3E.1a Who is the lead manager/broker?

Citigroup Global Markets Australia Pty Limited (ABN 64 003 114 832) (Citi) and Macquarie Capital (Australia) Limited (ABN 79 123 199 548) (Macquarie) (together, the Joint Lead Managers) are acting as joint lead managers to the entitlement offer.

##### 3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

GUD has agreed to pay to the Joint Lead Managers in their respective proportions, 0.40% of the proceeds of the entitlement offer as a management fee and up to 0.25% (if any) of the proceeds of the entitlement offer as an incentive fee (in GUD's absolute discretion).

#### 3E.2 Is the proposed offer to be underwritten?

Yes

##### 3E.2a Who are the underwriter(s)?

The Joint Lead Managers are acting as the underwriters to the entitlement offer.

##### 3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

100 per cent

##### 3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

GUD has agreed to pay 1.60% of the proceeds of the entitlement offer to the Joint Lead Managers in their respective proportions as an underwriting fee.

##### 3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Refer to Appendix D: 'Underwriting agreement summary' in the investor presentation released to ASX on Tuesday, 30 November 2021.

##### 3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

No

#### 3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible security holders be paid a handling fee or commission?

No

##### 3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Fees and costs incurred by GUD in connection with the entitlement offer include share registry fees, settlement fees and legal and other external adviser fees and printing and mailing costs.



Part 3F - Further Information

**3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

To pay for the acquisition of an Asset. Refer to GUD's ASX announcement and investor presentation released to ASX on Tuesday, 30 November 2021.

**3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?**

No

**3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?**

No

**3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue**

Institutional entitlement offer: all countries except for Aust, NZ, Germany, HK, Ireland, Netherlands, Norway, Singapore, Switzerland, UAE, UK and US (certain approved US investors only).  
Retail entitlement offer: all countries except for Aust and NZ.

**3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities**

Yes

**3F.5a Please provide further details of the offer to eligible beneficiaries**

GUD intends to issue a notice to eligible nominees and custodians which will be emailed to those parties on or around Monday, 6 December 2021.

**3F.6 URL on the entity's website where investors can download information about the proposed issue**

<https://www.gudoffer.com.au/>

**3F.7 Any other information the entity wishes to provide about the proposed issue**

Not applicable

**3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?**

No

**3F.9 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:**

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)





Part 7 - Details of proposed placement or other issue

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Part 7A - Conditions

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**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?**

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**

GUD : ORDINARY FULLY PAID

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

11,490,425

**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 10.40000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes



Part 7C - Timetable

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

9/12/2021

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?**

11,490,425

**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?**

Yes

**7E.1a Who is the lead manager/broker?**

The Joint Lead Managers are acting as joint lead managers to the placement in relation to the equity raising.

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

GUD has agreed to pay to the Joint Lead Managers in their respective proportions, 0.40% of the proceeds of the placement as a management fee and up to 0.25% (if any) of the proceeds of the placement as an incentive fee (in GUD's absolute discretion).

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



Yes

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

The Joint Lead Managers are acting as underwriters to the placement.

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

100 per cent

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

GUD has agreed to pay 1.60% of the proceeds of the placement to the Joint Lead Managers in their respective proportions as an underwriting fee.

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

Refer to Appendix D: `Underwriting agreement summary` in the investor presentation released to ASX on Tuesday, 30 November 2021.

**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**

Fees and costs incurred by GUD in connection with the placement include share registry fees, settlement fees and legal and other external adviser fees and printing and mailing costs.

Part 7F - Further Information

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

To pay for the acquisition of an Asset. Refer to GUD's ASX announcement and investor presentation released to ASX on Tuesday, 30 November 2021

**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**

Not applicable

**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:**

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)