

1 April 2022

TasFoods Limited (ASX:TFL) Equity Raising to raise up to approximately \$6 million

Key Points

- Partially underwritten placement to institutional, professional and sophisticated investors to raise approximately \$5,500,000 via a two-tranche placement at \$0.07 per share
- Share purchase plan to raise up to \$500,000.
- Funds to be used for working capital support, connectivity improvements (ERP implementation and business integration), and commercial acceleration initiatives.
- Equity raising is supported by the Company's substantial shareholders, CVC Limited and Jan Cameron & associated entities, alongside other existing shareholders and new investors.

TasFoods Limited (**ASX: TFL**) (**Company**) today announces an equity raising (**Equity Raising**) to raise \$5,500,000 via a partially underwritten two-tranche placement to institutional, professional and sophisticated investors (**Placement**) to be followed by a share purchase plan offered to the Company's existing shareholders to raise up to a further \$500,000 (**SPP**).

The offer price for the Placement and the SPP will be \$0.07 per share (**Offer Price**). The Offer Price represents:

- a 11.41% discount to the previous 30 day volume weighted average price (**VWAP**) of the Company's shares traded on the ASX up to and including Tuesday, 29 March 2022; and
- a 6.67% discount to the last traded price of the Company's shares on Tuesday, 29 March 2022 (\$0.075).

The Company expects to raise up to approximately \$6 million from the Placement and the SPP combined, with up to 85,714,286 million new fully paid ordinary shares (**New Shares**) to be issued in total under the Placement and SPP, assuming the full amount is raised. New Shares issued under the Equity Raising will rank equally with existing shares. New Shares issued under the Placement will not be eligible to participate in the SPP.

During 2H21 the Company went through a significant period of leadership change at both at the Board and Executive level. Following this change the Company has undertaken a strategic review to ensure the business operations are positioned to grow in a sustainable manner. The new strategy specifically focuses on four key pillars (fortress Tasmania, mainland markets, centre of excellence and adjacent expansion) to ensure the Company can leverage its competitive advantage and realise its potential as a leading branded premium produce group.

The proceeds of the Equity Raising will be applied to support the implementation of the Company's new strategic direction including general working capital support, connectivity improvements (ERP implementation and business integration), and commercial acceleration initiatives.

The board composition and capabilities will continue to be reviewed to ensure that the skill set, industry experience and tenure of the directors remains appropriate for the business and continues to provide the necessary support and guidance to the new management team as it embarks on the implementation stage of the new business strategy.

Placement

The Placement will comprise two tranches:

- **Tranche 1** – comprising the issue of 47,785,399 million New Shares to institutional, sophisticated and professional investors (**Tranche 1 Placement Shares**), representing 13.58% of the Company's pre-raise issued capital, raising approximately \$3.34 million and issued using the Company's existing placement capacity under Listing Rule 7.1. The Tranche 1 Placement has been fully underwritten by Motor Trades Association of Australia Superannuation Fund Pty Ltd as trustee for Spirit Super (**Spirit Super**) (up to \$1.84m) and Armytage Private Pty Ltd (**Armytage Private**) (up to \$1.5m); and
- **Tranche 2** – comprising the issue of 30,786,030 million New Shares (**Tranche 2 Placement Shares**) to the Company's substantial shareholders, CVC Limited (**CVC**) and Elsie Cameron Foundation Pty Limited ATF Elsie Cameron Foundation (**ECF**), to raise approximately \$2.16 million (**Tranche 2 Placement Shares**), subject to shareholder approval at the Company's upcoming 2022 Annual General Meeting (**AGM**) to be held on 30 May 2022.^{1, 2}

New Shares issued under both tranches of the Placement represent approximately 22.33% of the Company's pre-offer issued share capital. The Tranche 1 Placement Shares are expected to be issued on Monday 11 April 2022. If shareholder approval is obtained at the AGM, the Tranche 2 Placement Shares are expected to be issued shortly after the AGM.

PAC Partners Securities Pty Ltd has been appointed as lead manager and bookrunner to the Placement.

Share Purchase Plan

In addition to the Placement, the Company will give eligible shareholders with a registered address in Australia or New Zealand (each an **Eligible Shareholder**) the opportunity to participate in the SPP at \$0.07 per share (being the same price as the Placement).

Under the SPP, each Eligible Shareholder who held Shares in the Company at the record date of 7.00pm (Sydney, Australia time) on 31 March 2022 will be entitled to acquire up to \$30,000 of SPP Shares without brokerage or transaction costs. The SPP is capped at \$500,000, and the Company reserves the right to scale back applications at its discretion in the event applications in excess of that amount are received. Up to approximately 7,142,857 New Shares are expected to be issued if the full \$500,000 is raised under the SPP.³

The SPP is expected to open on 13 April 2022 and will close at 5:00pm AEST on 11 May 2022. The SPP will be subject to eligibility criteria and other terms and conditions which will be set out in the SPP

¹ ECF is an entity associated with Jan Cameron and Ben Swain (a director of the Company) is also a director of ECF. Shareholder approval under Listing Rules 7.1 and 10.11 will be sought at the AGM for the shares to be issued to ECF. Jan Cameron and her associated entities currently have a relevant interest in 22.17% of TasFoods' share capital. Following completion of the Tranche 1 Placement, this relevant interest will reduce down to 19.52%. If shareholder approval is obtained at the AGM, the issue of the Tranche 2 Placement Shares to ECF (up to \$1,500,000 (21,428,671 new shares), will result in Jan Cameron and her associated entities' relevant interest increasing to 22.62% in reliance on the 3% creep exemption available under item 9 of section 611 of the Corporations Act 2001 (Cth) (and assuming the issue of all other Tranche 2 Placement shares and a fully subscribed SPP). If no shares are issued under the SPP, Jan Cameron's and associate relevant interest is expected to be 22.99%.

² Craig Treasure (a director and chair of the Company) is also a director of CVC. Shareholder approval under Listing Rule 7.1 will be sought at the AGM for the shares to be issued to CVC.

³ New Shares issued to Eligible Shareholders under the SPP will fall within exception 5 to ASX Listing Rule 7.2 and will not require shareholder approval. The Company reserves the right to place any New Shares not taken up by Eligible Shareholders under the SPP after the SPP closing date to eligible investors subject to the Company having sufficient available placement capacity.

booklet to be lodged on the ASX on or about 12 April 2022 and dispatched to shareholders in due course.

Annual General Meeting

The Company's AGM is scheduled for 11am, 30 May 2022. The Company intends to seek the required shareholder approvals for the issue of the Tranche 2 Placement Shares at the AGM. A notice of meeting for the AGM will be lodged with the ASX and dispatched to shareholders in due course.

Further information

Further details of the Equity Raising are set out in the Investor Presentation also lodged with the ASX today.

This announcement has been authorised for release to ASX by the Company's Board of Directors.

For further information, please contact Shona Croucher, Company Secretary, on +61 3 6331 6983 between 8:00am to 5:00pm (Tasmania time) Monday to Friday during the offer period. Alternatively, consult your professional adviser.

Equity Raising timetable

Activity	Date
Record date (for SPP participation)	Thursday, 31 March 2022 (7pm)
Announcement of Placement and SPP, trading halt lifted	Friday, 1 April 2022
Settlement of Tranche 1 Placement Shares	Friday, 8 April 2022
Allotment and issue of Tranche 1 Placement Shares	Monday, 11 April 2022
Quotation of Tranche 1 Placement Shares	Tuesday, 12 April 2022
Dispatch of SPP booklet and application form to eligible shareholders and ineligible shareholder letter to ineligible shareholders	Tuesday, 12 April 2022
SPP Offer period opens	Wednesday, 13 April 2022 (9am)
SPP Offer period closes	Wednesday, 11 May 2022 (5pm)
Allotment and issue of SPP shares	Wednesday, 18 May 2022
Quotation of SPP shares	Thursday, 19 May 2022
2022 AGM	Monday, 30 May 2022 (11am)
Settlement of Tranche 2 Placement Shares	Tuesday, 31 May 2022
Allotment and issue of Tranche 2 Placement Shares	Wednesday, 1 June 2022
Quotation of Tranche 2 Placement Shares	Thursday, 2 June 2022

All dates and times are indicative only, Sydney time and subject to change. The Company reserves the right to amend any or all of these dates and times, subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable laws and regulations. The Directors also reserve the right not to proceed with the whole or part of the Equity Raising any time prior to allotment and issue of the New Shares. In that event, the relevant application monies (without interest) will be returned in full to applicants.

Important information

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer would be illegal. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933 (the 'US Securities Act'), or under the securities laws of any state

or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States, unless the securities have been registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available.

This document may not be distributed or released in the United States.

This announcement contains certain 'forward-looking statements' within the meaning of the securities laws of applicable jurisdictions. Forward-looking statements can generally be identified by the use of forward-looking words such as 'may,' 'should,' 'expect,' 'anticipate,' 'estimate,' 'scheduled' or 'continue' or the negative thereof or comparable terminology. Any forecasts or other forward looking statements contained in this announcement are subject to known and unknown risks and uncertainties and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and these differences may be material. The Company does not give any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur and you are cautioned not to place undue reliance on forward-looking statements.

Authorised for ASX Release by the Board of Directors of TasFoods Limited.

Enquiries:

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