

**Johns Lyng Group Limited**  
**ACN 620 466 248**  
**(ASX:JLG)**

**Share Purchase Plan Booklet**

Eligible Shareholders have the opportunity to participate in the Offer by applying for up to A\$30,000 worth of Shares without incurring brokerage, commissions, stamp duty or other transaction costs. Details of the Offer and how to participate are set out in these Terms and Conditions. Shares issued under the Offer will rank equally in all respects with all other Shares on issue as at the date of issue and will carry the same voting rights, dividend rights and other entitlements as those Shares.

This Share Purchase Plan Booklet is dated Wednesday, 12 July 2023.

# Important Information

This document is intended for use only in connection with the Offer to Shareholders in Australia and New Zealand. No action has been taken to permit an offering of Shares in any jurisdiction outside of Australia and New Zealand. The distribution of this document may be restricted by law and persons (including Custodians, trustees and nominees) who come into possession of this document should observe any such restrictions.

## **New Zealand**

The Shares under the Offer are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the Offer is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

## **United States**

This document does not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States and may not, directly or indirectly, be distributed in the United States. The Shares under the Offer have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States and, accordingly, the Shares may not be directly or indirectly, offered, sold, resold or transferred in the United States, except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. The Shares will only be offered and sold outside the United States in compliance with Regulation S under the U.S. Securities Act.

## **Not financial product advice**

JLG is not licensed to provide financial product advice in relation to the Shares issued under the Plan or any other financial products and nothing in this document constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the Plan. The Offer of new Shares under the Plan is not a recommendation by JLG to acquire Shares. No cooling off regime applies in respect of the acquisition of Shares under the Plan (whether the regime is provided for by law or otherwise). Eligible Shareholders must rely on their own knowledge of JLG, previous disclosures made by JLG to the ASX and, if necessary should obtain their own advice on whether or not to participate in the Plan (taking into account their own financial situation, needs and objectives).



# Chairman's letter

Wednesday, 12 July 2023

Dear Shareholder

## Johns Lyng Group Limited – Share Purchase Plan

I am pleased to invite you to participate in the offer of fully paid ordinary shares (**Shares**) in Johns Lyng Group Limited ACN 620 466 248 (**JLG** or **Company**) under the share purchase plan established by JLG (**Plan**).

The Company is seeking to raise up to A\$5,000,000 under the Offer which is not underwritten, with the Company reserving the right in its sole and absolute discretion to apply a scale back as required.

### Overview of the Offer

On Wednesday, 5 July 2023 the Company announced to ASX a proposed A\$65 million placement of new Shares to institutional and sophisticated investors (**Placement**) at an issue price of A\$5.15 per Share, determined following an institutional bookbuild as announced to ASX on Thursday, 6 July 2023 (**Placement Price**).

Further details of the Placement are set out in the ASX announcements dated 5 and 6 July 2023 and released to ASX on those dates. The Placement is fully underwritten by J.P. Morgan Securities Australia Limited (ABN 61 003 245 234) (the **Underwriter**) on the terms of a placement agreement.

The Board recognises that a number of the Company's loyal Shareholders did not have an opportunity to participate in the Placement. The Board is therefore pleased to offer Eligible Shareholders (as defined in the Terms and Conditions below) an opportunity (subject to certain conditions), to acquire a minimum of A\$2,500 and up to, in aggregate, A\$30,000 of Shares in JLG (free from any brokerage or transaction costs) at an issue price equal to the lower of:

- (a) the Placement Price, which represents a 5.2% discount to the closing price of JLG shares on Tuesday, 4 July 2023 of A\$5.43 per Share, which was the last day of trading of Shares on ASX prior to JLG's announcement of Placement and Offer; and
- (b) a 2.0% discount to the VWAP of Shares traded on ASX over the 5 trading days up to and including Wednesday, 26 July 2023 (being the Closing Date for the Plan), rounded down to the nearest whole cent,

### (Issue Price).

JLG is seeking to raise up to A\$5,000,000 under the Offer.

The Company reserves the right to scale back applications in its sole and absolute discretion. Should any scale back be necessary, it is the Company's intention that scale back arrangements will be made having regard to the pro rata shareholdings of Eligible Shareholders who apply for Shares under the Offer. If applications are scaled back, excess funds will be returned to applicants without interest.

Participation in the Offer is optional and is open to Eligible Shareholders who, as at the Record Date (7:00pm (Sydney time) on Tuesday, 4 July 2023), were registered as holders of fully paid ordinary shares in JLG and whose address on the share register is in Australia or New Zealand.

If an Eligible Shareholder holds Shares as a Custodian the Offer is also being made to the Custodian and, subject to certain conditions, the Custodian has the discretion to extend the Offer to the relevant beneficiaries.

The Offer is being undertaken in conjunction with the Placement to principally fund the proposed acquisition of:

- (a) Link Fire Holdings Pty Ltd; and
- (b) Project Safety Holdings Pty Ltd

(together, the **Acquisitions**), as well as provide working capital to fund additional identified near term acquisitions and cover the transaction costs relating to the Acquisitions and the Offer.

More detail on the use of funds is contained in the information released to ASX in relation to the Acquisitions on Wednesday, 5 July 2023.

### Timing\*

The Offer will be undertaken in accordance with the indicative timetable below.

Event	Date
Record Date (the business day prior to JLG's announcement of the Plan)	7.00pm (Sydney time), Tuesday, 4 July 2023
Opening Date	9.00am (Sydney time), Wednesday, 12 July 2023
Closing Date	5.00pm (Sydney time), Wednesday, 26 July 2023
Announcement of the results of the Offer	Monday, 31 July 2023
Issue Date (i.e. the date of issue of Shares under the Offer)	Wednesday, 2 August 2023
Expected date for quotation of Shares issued under the Offer on ASX	Thursday, 3 August 2023
Despatch of holding statements in respect of Shares issued under the Offer	Thursday, 3 August 2023

\* The timetable is indicative only and subject to change. JLG retains the right, subject to the ASX Listing Rules and the Corporations Act, to alter any or all of these key dates at its discretion (generally or in particular cases), without prior notice, including extending the Closing Date or to withdraw the Plan without prior notice. Eligible Shareholders are encouraged to submit their applications as soon as possible.

If you decide to take this opportunity to participate in the Offer, you need to pay by BPAY® online or by telephone. You do not need to fill in or return any forms. Payments by cash, cheque, bank draft or money order will not be accepted. To pay via BPAY® you will need to:

- (a) be an account holder with an Australian financial institution;
- (b) use your unique customer reference number set out in the instructions provided in your personalised application form, which identifies your shareholding. You **MUST** use the specific biller code and unique reference number on your personalised application form, or your application may not be able to be reconciled and your application monies may be returned to you; and
- (c) ensure that your payment is received by the Company's share registry, Link Market Services, before **5.00pm (Sydney time) on Wednesday, 26 July 2023**. You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY® are received by the Closing Date, unless the Offer is extended.

Eligible Shareholders unable to pay via BPAY®, including those whose registered address is in New Zealand, will need to contact Link Market Services from 9.00am to 5.00 pm (Sydney time), Monday to

Friday (excluding public holidays) on 1300 363 917 (within Australia) or +61 1300 363 917 (outside Australia) to obtain alternative payment instructions.

**Further information**

Participation in the Plan is completely optional. However, an Eligible Shareholder's entitlement to participate in the Plan is non-renounceable. This means that an Eligible Shareholder's right to participate in the Plan cannot be transferred to anyone else.

In deciding whether to participate in the Offer, you should seek your own independent financial, legal and taxation advice in respect of the Offer. No cooling off regime applies to the acquisition of Shares under the Offer.

On behalf of the Board, I thank you for your continued support of JLG and I invite you to consider participating in the Offer.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Peter Nash', written in a cursive style.

**Peter Nash**  
**Chairman**  
**Johns Lyng Group Limited**

# TERMS AND CONDITIONS OF THE PLAN

## 1. Establishment

The Plan is established under *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (ASIC Instrument)* and in accordance with ASIC Regulatory Guide 125 and the ASX Listing Rules. The ASIC Instrument grants relief from the requirements under the Corporations Act to issue a disclosure document for the offer of Shares under the Plan, subject to the satisfaction of certain conditions.

**This document does not constitute a prospectus or product disclosure statement and has not, and will not be, lodged with ASIC.**

## 2. Participation

The Board may make offers under the Plan to all persons who, as at the Record Date, are Eligible Shareholders.

You are an **Eligible Shareholder** if you were a registered holder of Shares at the Record Date (7.00pm (Sydney time) on Tuesday, 4 July 2023) and had a registered address in Australia or New Zealand (as recorded on JLG's share register) unless:

- (a) you hold shares on behalf of another person who resides outside Australia or New Zealand in which case you will not be eligible to participate in respect of the Shares of that person; or
- (b) you are in the United States or acting for the account or benefit of a person in the United States.

JLG has determined that it is not practical for a holder of Shares with a registered address (as recorded on JLG's share register) in any jurisdiction other than Australia or New Zealand, to participate in the Offer. No Offer is made to persons who are not Eligible Shareholders.

In order to comply with relevant securities laws, the Shares to be issued under this Plan may not be offered to Shareholders located in the United States or to Shareholders who are, or who are acting for the account or benefit of, persons in the United States.

Because of these legal restrictions, you must not send copies of this document or any other material relating to the Plan to any person resident in the United States or elsewhere outside Australia and New Zealand.

Participation in the Offer by Eligible Shareholders is optional and is subject to these Terms and Conditions.

## 3. Offer

### 3.1 Nature of offer

The Offer is non-renounceable and Shares may be issued under the Plan only to the Eligible Shareholder.

The Offer will be made on these Terms and Conditions to each Eligible Shareholder. All Eligible Shareholders will receive the same offer, irrespective of the number of Shares which they hold on the Record Date.

### 3.2 Plan participation rules

The following rules apply to participation by Eligible Shareholders:

### **Single holders**

Unless a holder is a Custodian, each Eligible Shareholder is entitled to apply under the Offer for up to a maximum amount of A\$30,000 worth of Shares (irrespective of whether the holder receives multiple Offer documents, for example, due to multiple registered sole or joint holdings), subject to the holder certifying that the total of the application price for the following does not exceed A\$30,000:

- (a) the Shares the subject of the application;
- (b) any other Shares applied for by the holder under the Plan or any similar arrangement in the 12 months before the application;
- (c) any other Shares which the holder has instructed a Custodian to acquire on their behalf under the Plan; and
- (d) any other Shares issued to a Custodian under an arrangement similar to the Plan in the 12 months before the application as a result of an instruction given by the holder to the Custodian or another Custodian which resulted in the holder holding beneficial interests in the Shares.

By completing and submitting an application for Shares under the Offer, a holder certifies the above.

### **Joint holders**

Unless a holder is a Custodian, if an Eligible Shareholder is recorded with one or more other persons as a joint holder of Shares, that joint holding is considered to be a single registered holding for the purpose of the Plan and certifications or representations given by a joint holder are taken to have been given by all joint holders. Joint holders are only entitled to participate in the Offer in respect of that single holding. If the same joint holders receive more than one Offer document due to multiple identical holdings, the joint holders may only apply for one maximum amount of A\$30,000 worth of Shares.

### **Custodians**

If an Eligible Shareholder holds Shares as a Custodian, the Offer is made to the Custodian and, subject to certain conditions, the Custodian has the discretion to extend the Offer to the Beneficiaries. The Custodian may apply for up to a maximum amount of A\$30,000 worth of Shares in respect of each Beneficiary. However, JLG will not allocate Shares under the Offer to the Custodian unless the Custodian certifies the matters set out in a Custodian Certificate.

Custodians wishing to participate in the Offer on behalf of one or more Beneficiaries should contact Link Market Services from 9.00am to 5.00 pm (Sydney time), Monday to Friday (excluding public holidays) on 1300 363 917 (within Australia) or +61 1300 363 917 (outside Australia) to obtain further information on how to apply and how to obtain a Custodian Certificate. If a Custodian holds Shares jointly on behalf of two or more Beneficiaries, the A\$30,000 limit applies jointly in relation to those Beneficiaries as if the Custodian held the Shares on behalf of a single person.

A Custodian must not participate in the Plan if their participation in the Plan would breach the ASIC Instrument.

## **3.3 Other terms**

The Offer opens at 9.00am (Sydney time) on Wednesday, 12 July 2023. The Offer closes at 5.00pm (Sydney, time) on Wednesday, 26 July 2023, unless the Offer is extended. Under the Offer you may apply for Shares up to a maximum value of A\$30,000 and you must apply for a minimum value of A\$2,500 worth of Shares. The Offer will be made subject to any other terms and conditions that the Board considers reasonable and appropriate.

## 4. Issue Price

Shares will be issued under the Offer at the Issue Price, which is equal to the lower of:

- (a) the Placement Price; and
- (b) a 2.0% discount to the VWAP of Shares traded on ASX over the 5 trading days up to and including Wednesday, 26 July 2023 (being the Closing Date), rounded down to the nearest whole cent.

Therefore the maximum price that Eligible Shareholders will pay under the Offer is A\$5.15 per Share, which represents a 5.2% discount to the last closing price of A\$5.43 per Share on Tuesday, 4 July 2023, which was the last day of trading of Shares on ASX prior to JLG's announcement of the Placement and Offer.

***Important Note: Shareholders should note that there is a risk that the market price of Shares may change between the date of the Offer and the date on which Shares are issued under the Plan. This means it is possible that, between the time you make your application and the date on which Shares are issued under the Plan, you may be able to buy Shares at a lower price than the Issue Price. No cooling-off regime applies in relation to the application for or acquisition of Shares under the Plan.***

## 5. Risks associated with the Offer

Shareholders should note that there is a risk that the market price of Shares may change between the time you make your application and the date on which Shares are issued under the Plan.

No cooling off regime applies in relation to the application for or acquisition of Shares under the Plan.

There are also a number of other risks associated with an investment in Shares under the Offer and risks associated with the Acquisitions. Further details about these risks and JLG generally are included in the 'Key Risks' section of JLG's investor presentation released to the ASX on Wednesday, 5 July 2023, which you are encouraged to read.

JLG is a disclosing entity for the purposes of the Corporations Act and, as a result, is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules. JLG recommends that before deciding whether or not to apply for Shares under this Offer, you refer to the current market price of the Shares which can be obtained from the financial pages of major metropolitan and national newspapers, your stockbroker or the ASX ([www.asx.com.au](http://www.asx.com.au)) (ASX code: JLG). JLG also recommends that you monitor JLG announcements, which can be found on JLG's website at <https://investors.johnslyng.com.au/Investors/?page=asx-announcements> or on ASX's website.

## 6. Costs of participation

The only cost to you in relation to your participation in the Offer will be the application money paid for Shares that you wish to apply (up to A\$30,000). No brokerage, commissions, stamp duty or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and issue of, Shares under the Plan.

## 7. Acceptance of Offers

### 7.1 Payment method

All amounts in this Offer are expressed in Australian dollars.

Eligible Shareholders who wish to apply for Shares under the Offer must make a payment by BPAY® in accordance with the instructions provided in or accompanying this document so that



cleared funds are received by Link Market Services prior to **5.00pm (Sydney time) on Wednesday, 26 July 2023**.

To pay via BPAY®, Eligible Shareholders will need to:

- (a) be an account holder with an Australian financial institution;
- (b) use their unique customer reference number set out in the instructions provided in your personalised application form, which identifies your shareholding. You **MUST** use the specific biller code and unique reference number on your personalised application form, or your application may not be able to be reconciled and your application monies may be returned to you; and
- (c) ensure that payment is received by Link Market Services prior to **5.00pm (Sydney time) on Wednesday, 26 July 2023**.

You can only make payment by BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. There is no need to return the personalised application form, but you will be taken to have made the statements and certifications that are set out in these Terms and Conditions and in your personalised application form. You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY® are received by the Closing Date, unless the Offer is extended.

Eligible Shareholders who receive more than one Offer under the Plan (for example, because they hold Shares in more than one capacity or in different registered holdings) may not apply and pay for Shares with an aggregate value of more than A\$30,000.

Eligible Shareholders unable to pay by BPAY®, excluding those whose registered address is in New Zealand, will need to contact Link Market Services from 9.00am to 5.00 pm (Sydney time), Monday to Friday (excluding public holidays) on 1300 363 917 (within Australia) or +61 1300 363 917 (outside Australia) to obtain alternative payment instructions.

Eligible Shareholders whose registered address is in New Zealand will need to refer to their personalised application form for instructions on how to pay by EFT. Eligible Shareholders who pay by EFT **must** return a copy of their duly completion personalised application form in accordance with the payment instructions provided.

## 7.2 Further information

Applications must be received by 5.00pm (Sydney time) on the Closing Date.

Eligible Shareholders may apply for Shares under the Offer in parcels valued at A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,500, A\$15,000, A\$17,500, A\$20,000, A\$22,500, A\$25,000, A\$27,500 or A\$30,000.

If you apply for Shares, you will apply for a certain value, rather than a certain number, of Shares. If your application is accepted and in the absence of a scale back in accordance with section 8 below, JLG will divide the application money of an Eligible Shareholder by the Issue Price in order to determine the number of Shares for which they have applied (rounded down to nearest whole number of Shares).

If JLG receives an amount that does not equal one of the amounts specified above, the Company may either:

- (a) reject the application and refund in full the application money (without interest) to the Eligible Shareholder; or
- (b) apply the dollar amount of the payment to the highest designated parcel that is less than the amount of the payment and refund the excess application money (without interest) to the Eligible Shareholder.

If you have more than one holding of Shares and consequently receive more than one personalised application form, when applying for Shares in respect of one of those shareholdings

you must only use the customer reference number specific to that shareholding as set out in the relevant personalised application form. Do not use the same customer reference number for more than one of your shareholdings. This can result in your application monies being applied to your application in respect of only one of your shareholdings (with the result that any application in respect of your remaining shareholdings will not be recognised as valid).

If one or more applications are received under the Plan from an Eligible Shareholder in relation to Shares with a value greater than A\$30,000 in any 12 month period, the Shareholder will be issued with the maximum number of Shares permitted by the Plan and the terms of the Offer. Any excess subscription monies will be refunded to the Eligible Shareholder (without interest) as soon as reasonably practicable following allocation.

If an Eligible Shareholder subscribes for an amount which is not exactly divisible by the Issue Price, in calculating the number of Shares to be issued, all fractional entitlements will be rounded down to the nearest whole number of Shares. JLG will not refund any resulting small excess in subscription monies (i.e. A\$5 or less) which will be deemed to form part of the aggregate issue price for the Shares.

Payments must be made in Australian dollars.

Minimum application for Shares under the Offer is A\$2,500.

Applications and payments may not be withdrawn or revoked.

### **7.3 Board discretion**

Despite any other provision of these Terms and Conditions, the Board may, at its absolute discretion, accept, reject, correct or amend your application under the Offer, including, without limitation, if:

- (a) the Company considers that the application (whether alone or in conjunction with other applications) does not comply, or it is not reasonably satisfied that the application (whether alone or in conjunction with other applications) complies, with the requirements of the ASIC Instrument or any other requirements in the ASX Listing Rules or the Act;
- (b) an application (including BPAY® payment) is received after 5.00pm (Sydney time) on the Closing Date;
- (c) an application is made by a Custodian and does not include the required Custodian Certificate;
- (d) the BPAY® payment received in respect of your application is for less than the full, requisite amount; or
- (e) the Board is not reasonably satisfied that you are an Eligible Shareholder.

## **8. Scale back**

The amount that each Eligible Shareholder can apply for under the Plan is capped at A\$30,000.

The Plan aims to raise up to A\$5,000,000.

Subject to complying with applicable laws and the ASIC Instrument, JLG reserves the right to close the Offer early or to scale back applications in its sole and absolute discretion.

The aggregate maximum number of Shares that will be issued under the Plan will not exceed the lesser of:

- (a) 30% of the Shares on issue (being the applicable maximum specified in Exception 5 in ASX Listing Rule 7.2); and
- (b) the number such that the total amount raised by the issue of the Shares under the Offer equals A\$5,000,000.

The Board retains the discretion to scale back applications to the extent and in the manner that the Board considers appropriate. Should any scale back be necessary, it is the Company's intention that any scale back arrangements will be made having regard to the pro rata shareholdings of Eligible Shareholders as at the Record Date who apply for Shares under the Offer. Any decisions made by JLG will be final.

If there is a scale back, Eligible Shareholders may receive less Shares than the number of Shares for which they applied. If a scale back produces a fractional number of Shares when applied to a particular parcel, the number of Shares allocated to an Eligible Shareholder will be rounded down to the nearest whole number of Shares.

In the event of a scale back, the difference between the application monies received, and the number of Shares allocated under the Offer multiplied by the Issue Price, will be refunded to you, without interest, as soon as reasonably practicable following allocation.

## 9. Issue of Shares

JLG intends to issue Shares under the Offer on the Issue Date (Wednesday, 2 August 2023).

All Shares issued under the Plan will rank equally in all respects with all other Shares on issue as at the date of issue and will carry the same voting rights, dividend rights and other entitlements as those Shares.

JLG will apply for Shares issued under the Plan to be quoted on ASX. It is expected that they will be quoted on ASX on, or shortly after, the Issue Date.

JLG will, within the period required by the ASX Listing Rules, send Eligible Shareholders, whose application has been accepted by the Board, a holding statement in respect of any Shares issued to them under the Plan.

## 10. Acknowledgements

If you apply to participate in the Offer by submitting a BPAY® payment, you will be deemed to have represented on behalf of each person on whose account you are acting that:

- (a) you warrant that you are, and each person on whose account you are acting is, an Eligible Shareholder;
- (b) you agree that your application is made on, and you agree to be bound by, these Terms and Conditions, any terms and conditions contained in your personalised application form and JLG's constitution;
- (c) your application is irrevocable and unconditional;
- (d) the Company may in its sole and absolute discretion scale back any application and/or participation in the Plan to the extent and in the manner it deems appropriate, including by having regard to the pro rata shareholding of Eligible Shareholders who apply for Shares under the Plan;
- (e) if there is a scale back you may receive less than the number of Shares for which you have applied;
- (f) if your application results in a fractional number of Shares, the number of Shares you will be allotted (subject to the other terms of the Offer, including in relation to any scale back) will be rounded down to the nearest whole number of Shares;
- (g) the Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand and accordingly, the Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws;

- (h) that the total of the application price for the following does not exceed A\$30,000:
  - (i) the Shares the subject of your application under the Plan;
  - (ii) any other Shares applied for by you under the Plan or any similar arrangement in the 12 months before the application;
  - (iii) any other Shares which you have instructed a Custodian to acquire on their behalf under the Plan; and
  - (iv) any other Shares issued to a Custodian under an arrangement similar to the Plan in the 12 months before the application as a result of an instruction given by you to the Custodian or another Custodian which resulted in you holding beneficial interests in the Shares;
- (i) you represent and warrant that you are not in the United States, and are not applying for Shares under the Plan for or on behalf of a person in the United States;
- (j) you represent and warrant that you have not sent, and will not send, any materials relating to the Plan to any person in the United States or elsewhere outside Australia and New Zealand;
- (k) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are making an application is resident in Australia or New Zealand;
- (l) you accept that you will not be able to withdraw or revoke your application or BPAY® payment once you have sent it in (or paid it, as the case may be);
- (m) you acknowledge that JLG is not liable for any exercise of its discretions referred to in these Terms and Conditions;
- (n) you acknowledge that none of JLG, its advisers or agents has provided you with any financial product or investment advice or taxation advice in relation to the Plan, or has any obligation to provide such advice;
- (o) you authorise JLG, and its officers and agents to do anything on your behalf necessary for Shares to be issued to you in accordance with these Terms and Conditions;
- (p) you are in compliance with all relevant laws and regulations (including, without limitation, section 1043A of the Corporations Act (insider trading) and laws and regulations designed to restrict terrorism financing and/or money laundering);
- (q) you accept the risk associated with any refund that may be dispatched to you by direct credit or cheque to your address shown on the JLG share register;
- (r) you are not a 'designated person' or 'designated entity' (or other like term) for the purpose of any domestic or international law or regulation implementing United Nations sanctions; and
- (s) you acknowledge that the market price of Shares may change between the date of the Offer and the date on which Shares are issued under the Plan; and that the price you pay per Share under the Offer may exceed the market price of the Shares at the time the Shares are issued, or otherwise allocated, to you under the Offer.

## 11. Miscellaneous

### 11.1 Amendment, suspension and termination of the Plan

The Board may, in its discretion, amend, suspend or terminate the Plan at any time and adopt any administrative procedures it thinks appropriate in relation to the Plan. JLG will notify ASX of any material amendment, suspension or termination of the Plan, but failure to do so will not invalidate the amendment, suspension or termination.

Without limiting any other provision of these Terms and Conditions, the Board may vary the timetable for the Offer, including the Closing Date.

JLG may issue to any person fewer Shares than subscribed for under the Plan (or none at all), including, if JLG believes that the issue of those Shares would contravene any law (in any jurisdiction) or the rules of any financial market on which Shares are quoted.

## **11.2 Administration and Dispute Resolution**

JLG's principal objective in administering the Plan is to facilitate participation consistent with compliance with the ASIC Instrument and all applicable laws and efficient administrative practices. The Board may adopt any administrative procedures it thinks appropriate in relation to the Plan.

JLG may settle, in any manner it considers appropriate, any difficulties, anomalies or disputes which may arise under or in connection with the operation of the Plan, whether generally or in relation to any participant or class of participants, application or Shares, and the decision of JLG shall be conclusive and binding on all participants and other persons to whom the determination relates.

JLG reserves the right to waive compliance with any provision of these Terms and Conditions.

## **11.3 Notices**

Notices and statements to Eligible Shareholders may be given in any manner determined by the Board.

## **11.4 Privacy**

Chapter 2C of the Corporations Act requires information about Shareholders (including name, address and details of the shares held) to be included in JLG's public register. If a Shareholder ceases to be a Shareholder, Chapter 2C of the Corporations Act requires this information to be retained in JLG's public register. These statutory obligations are not altered by the *Privacy Act 1988* (Cth) as amended. Information is collected to administer Shareholders' security holdings.

JLG and Link Market Services may collect personal information to process your application, implement the Plan and administer your shareholding. If you do not provide us with your personal information, we may not be able to process your application, implement the Plan or administer your shareholding. The personal information contained in JLG's share register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act. In addition, we may use your personal information (including your email address) to contact you on an ongoing basis in order to provide you with marketing information (including information about investment opportunities or products and services) we think would be of interest to you, including by mail, email, SMS and telephone. You may request not to receive any marketing communications from JLG by contacting Link Market Services.

Your personal information may be disclosed to joint investors, Link Market Services, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of JLG and its agents and contractors, and to ASX and other regulatory authorities or otherwise and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.

The privacy policy of Link Market Services is available on their website:  
[https://www.linkgroup.com/docs/Link\\_Group\\_Privacy\\_Policy.pdf](https://www.linkgroup.com/docs/Link_Group_Privacy_Policy.pdf).

## **11.5 Foreign securities restrictions**

This document does not constitute an offer of Shares in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the Shares under

the Plan may not be offered or sold, in any country outside Australia or New Zealand except to the extent permitted below.

### **New Zealand**

The Shares under the Offer are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the Offer is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

### **11.6 Taxation**

JLG makes no representations or warranties in respect of, and accepts no responsibility for, the liability of Eligible Shareholders to pay, any tax (including income tax and withholding tax) in respect of any issue of Shares, payment or other transaction under this Plan.

### **11.7 Underwriting**

The Offer will not be underwritten.

### **11.8 Governing law**

The Offer is governed by the law in force in Victoria, Australia. Any dispute arising out of, or in connection with, these Terms and Conditions, or the Offer, will be determined by the courts of Victoria, Australia. By accepting the Offer you submit to the non-exclusive jurisdiction of the courts of Victoria, Australia.

## 12. Glossary

Capitalised terms in these Terms and Conditions have the meaning set out below unless the context otherwise requires.

<b>Acquisitions</b>	has the meaning given to that term in the Chairman's Letter.
<b>ASIC</b>	the Australian Securities and Investments Commission.
<b>ASIC Instrument</b>	has the meaning given to that term in section 1 of these Terms and Conditions.
<b>ASX</b>	ASX Limited or the financial market it operates, the Australian Securities Exchange, as the context requires.
<b>ASX Listing Rules</b>	means the listing rules of ASX as they are amended from time to time.
<b>Beneficiary</b>	a person who resides in either Australia or New Zealand for whom a Custodian (being an Eligible Shareholder) held Shares on behalf of on the Record Date, and who is not, or is not acting for the account or benefit of, a person in the United States.
<b>Board</b>	the board of directors of JLG.
<b>Closing Date</b>	5.00pm (Sydney time), Wednesday, 26 July 2023
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Custodian</b>	has the meaning given to that term in paragraph 4 of the ASIC Instrument and applies where that entity acts on behalf of more than one registered Beneficiary.
<b>Custodian Certificate</b>	a certificate complying with paragraph 8(3) of the ASIC Instrument.
<b>Eligible Shareholder</b>	has the meaning given to that term in section 2 of these Terms and Conditions.
<b>Issue Date</b>	Wednesday, 2 August 2023.
<b>Issue Price</b>	has the meaning given to that term in the Chairman's Letter.
<b>JLG or Company</b>	Johns Lyng Group Limited ACN 620 466 248 (ASX:JLG).
<b>Link Market Services</b>	Link Market Services Limited, the Company's share registry.
<b>Listing Rules</b>	the official listing rules of ASX.
<b>Offer</b>	the offer of Shares under the Plan.
<b>Opening Date</b>	9.00am (Sydney time), Wednesday, 12 July 2023.
<b>Placement and Placement Price</b>	have the meanings respectively given in the Chairman's Letter.
<b>Plan</b>	the share purchase plan which is the subject of these Terms and Conditions.
<b>Record Date</b>	7.00pm (Sydney time), Tuesday, 4 July 2023.
<b>Share</b>	a fully paid ordinary share in the capital of JLG.
<b>Shareholder</b>	a holder of one or more Shares.
<b>Terms and Conditions</b>	these terms and conditions.
<b>Underwriter</b>	J.P. Morgan Securities Australia Limited (ABN 61 003 245 234).
<b>U.S. Securities Act</b>	U.S. Securities Act of 1933, as amended.
<b>VWAP</b>	in respect of a specified period means the volume weighted average market price (as defined in the Listing Rules) of Shares over that period.