



Announcement Summary

Entity name

SPIRIT TECHNOLOGY SOLUTIONS LTD

Announcement Type

New announcement

Date of this announcement

7/2/2024

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
ST1	ORDINARY FULLY PAID	304,347,826

Proposed +issue date

30/4/2024

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**

SPIRIT TECHNOLOGY SOLUTIONS LTD

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**

73089224402

**1.3 ASX issuer code**

ST1

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

7/2/2024

**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 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?**

Yes

## 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	29/3/2024	Estimated	

**Comments**

304,347,826 fully paid ordinary shares to be issued at a deemed issue price of 4.6 cents per share being part of the total consideration payable for the acquisition of all of the issued capital of Infosurety Holdings Pty Ltd, as announced to the ASX on 7 February 2024, and which are subject to shareholder approval to be sought at an extraordinary general meeting of the Company expected to be held in March 2024.

## 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)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

## Details of +securities proposed to be issued

**ASX +security code and description**

ST1 : ORDINARY FULLY PAID

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

304,347,826

**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**

The shares are being issued at a deemed issue price of 4.6 cents per share in part consideration for the acquisition of all of the issued capital of Infosurety Holdings Pty Ltd, as announced to the ASX on 7 February 2024



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

14,000,000.000000

**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

### 7C.1 Proposed +issue date

30/4/2024

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## Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

Yes

**7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

29/3/2024

**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?**

Yes

**7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow**

7,608,696 fully paid ordinary shares, to be released from escrow 3 months after their issue date

7,608,696 fully paid ordinary shares, to be released from escrow 6 months after their issue date

7,608,696 fully paid ordinary shares, to be released from escrow 9 months after their issue date

281,521,738 fully paid ordinary shares, to be released from escrow 12 months after their issue date

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## Part 7E - Fees and expenses

**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**

An M&A advisory fee amounting to 4% of the total consideration for the acquisition will be payable at completion in cash or shares at the election of the Company. Other costs include standard share registry, external advisers and ASX administrative fees.



Part 7F - Further Information

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

Part of the total consideration payable for the acquisition of all of the issued capital of Infosurety Holdings Pty Ltd, and which are subject to shareholder approval at an Extraordinary General Meeting of the Company expected to be held in March 2024.

**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**

**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)