



## Announcement Summary

**Entity name**

GENERATION DEVELOPMENT GROUP LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

3/6/2024

**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
GDG	ORDINARY FULLY PAID	47,915,245

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

5/6/2024

**+Record date**

5/6/2024

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

21/6/2024

**Issue date for retail +security holders**

28/6/2024

**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
GDG	ORDINARY FULLY PAID	31,784,062

**Proposed +issue date**

11/6/2024

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**

GENERATION DEVELOPMENT GROUP 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**

90087334370

**1.3 ASX issuer code**

GDG

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

3/6/2024

**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

## Part 3A - Conditions

**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

**+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**

GDG : 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

**ASX +security code and description**

GDG : ORDINARY FULLY PAID

**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

**ISIN Code for the entitlement or right to participate in the offer (if Issuer is foreign company and +securities do not have +CDIs issued over them)**

**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 to be issued**

100

**For a given quantity of +securities held**

398

**What will be done with fractional entitlements?**

**Maximum number of +securities proposed to be issued (subject to**

**rounding)**

Fractions rounded down to the nearest 47,915,245  
whole number or fractions disregarded

**Offer price details for retail security holders****Has the offer price for the retail offer been determined?**

Yes

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security for the retail offer?**

AUD 1.95000

**Offer price details for institutional security holders****Has the offer price for the institutional offer been determined?**

Yes

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security for the institutional offer?**

AUD 1.95000

**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 who take up their full Entitlement will be invited to apply for additional shares in the Retail Entitlement Offer from a pool of those not taken up by other eligible retail shareholders up to a maximum of 100% of their Entitlement at the issue price in a 'top-up facility'. Further details on oversubscription will be set out in the Retail Entitlement Offer information booklet.

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

Yes

**Describe the scale back arrangements**

If there are oversubscriptions by eligible retail shareholders, GDG reserves the right to scale back applications for additional new shares on a pro rata basis. Further details on the scale back arrangements will be set out in the Retail Entitlement Offer information booklet.

**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 3D - Timetable**

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

3/6/2024



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

3/6/2024

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

5/6/2024

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

3/6/2024

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

4/6/2024

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

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

5/6/2024

**3D.9 +Record date**

5/6/2024

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

7/6/2024

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

11/6/2024

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

11/6/2024

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

7/6/2024

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

21/6/2024

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

18/6/2024

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

28/6/2024



## 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?**

Jefferies (Australia) Pty Ltd ACN 623 059 898

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

The lead manager is entitled to a management and selling fee of 0.50% of the offer proceeds (less the proceeds provided by directors and senior management).

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

Yes

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

Jefferies (Australia) Pty Ltd ACN 623 059 898

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

The Entitlement Offer is fully underwritten

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

The underwriter is entitled to an underwriting fee of 2.0% of the offer proceeds (less the proceeds provided by directors and senior management). A further fee of 0.50% of the offer proceeds (less the proceeds provided by directors and senior management) is payable at the sole discretion of GDG to Jefferies.

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

A summary of the significant events that could lead to the underwriting being terminated is provided as a summary of the Underwriting Agreement terms in the appendix to the Investor Presentation announced to the ASX on Monday, 3 June 2024.

**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?**

Yes

**3E.3a Will the handling fee or commission be Dollar based or Percentage based?**

Percentage based (%)

**3E.3b Amount of any handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible security holders**

1.000000 %

**3E.3c Please provide any other relevant information about the handling fee or commission method**

The Lead Manager will pay a 1.00% stamping fee to brokers who lodge acceptances on behalf of eligible retail security holders under the retail portion on the Entitlement Offer.

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

The details of any other material fees or costs to be incurred by the entity in connection with the proposed issue are provided in the appendix to the Investor Presentation announced to the ASX on Monday, 3 June 2024.

## Part 3F - Further Information

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

The proceeds will be used to fund the acquisition of Lonsec Holdings Pty Ltd and expenses relating to the acquisition and capital raising. Please refer to the Investor Presentation announced to the ASX on Monday, 3 June 2024 for further details.



**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**

All foreign countries other than Singapore, Hong Kong (SAR), New Zealand and United Kingdom

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

No

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

<https://gendevelopmentgroup.com.au/shareholder-centre/>

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

No

**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**

GDG : ORDINARY FULLY PAID

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

31,784,062

**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 1.95000

**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

11/6/2024

## 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?**  
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?**

31,784,062. GDG's placement capacity has been expanded pursuant to an ASX Standard Waiver 5 from ASX Listing Rule 7.1.

**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

**7E.1 Will there be a lead manager or broker to the proposed issue?**  
Yes

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

Jefferies (Australia) Pty Ltd ACN 623 059 898

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

The lead manager is entitled to a management and selling fee of 0.50% of the offer proceeds (less the proceeds provided by directors and senior management).

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

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

Jefferies (Australia) Pty Ltd ACN 623 059 898

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

The Placement is fully underwritten

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

The lead manager is entitled to an underwriting fee of 2.00% of the offer proceeds (less the proceeds provided by directors and senior management). A further fee of 0.50% of the offer proceeds (less the proceeds provided by directors and senior management) is payable at the sole discretion of GDG to Jefferies.



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

A summary of the significant events that could lead to the underwriting being terminated is provided the summary of the Underwriting Agreement terms in the appendix to the Investor Presentation announced to the ASX on Monday, 3 June 2024.

**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**

The details of any other material fees or costs to be incurred by the entity in connection with the proposed issue are provided in the appendix to the Investor Presentation announced to the ASX on Monday, 3 June 2024.

Part 7F - Further Information

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

The proceeds will be used to fund the acquisition of Lonsec Holdings Pty Ltd and expenses relating to the acquisition and capital raising. Please refer to the Investor Presentation announced to the ASX on Monday, 3 June 2024 for further details.

**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)