



Announcement Summary

Entity name

PRIME FINANCIAL GROUP LIMITED

Announcement Type

New announcement

Date of this announcement

11/6/2024

The Proposed issue is:

A standard pro rata issue (including non-renounceable or renounceable)
A placement or other type of issue

Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)

ASX +security code	+Security description	Maximum Number of +securities to be issued
PFG	ORDINARY FULLY PAID	16,500,000

Ex date

13/6/2024

+Record date

14/6/2024

Offer closing date

27/6/2024

Issue date

3/7/2024

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
PFG	ORDINARY FULLY PAID	12,727,273

Proposed +issue date

18/6/2024

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

PRIME FINANCIAL 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

70009487674

1.3 ASX issuer code

PFG

1.4 The announcement is

New announcement

1.5 Date of this announcement

11/6/2024

1.6 The Proposed issue is:

A standard +pro rata issue (non-renounceable or renounceable)

A placement or other type of issue

1.6a The proposed standard +pro rata issue is:

+ Non-renounceable

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

PFG : 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

PFG : 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 a non-renounceable issue (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)

The quantity of additional +securities to be issued

100

For a given quantity of +securities held

1,319

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

Fractions rounded up to the next whole number

Maximum number of +securities proposed to be issued (subject to rounding)

16,500,000

Offer price details for retail security holders**In what currency will the offer be made?**

AUD - Australian Dollar

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

AUD 0.20000

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

The Entitlement Offer will include a shortfall offer (Shortfall Offer) under which eligible shareholders who take up their entitlements in full may also apply for additional shares representing up to 100% of their entitlement.

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

Yes

Describe the scale back arrangements

Scale back of over subscriptions will be determined by PFG in consultation with the underwriter.

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

Part 3C - Timetable

3C.1 +Record date

14/6/2024

3C.2 Ex date

13/6/2024

3C.4 Record date

14/6/2024

3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

18/6/2024



3C.6 Offer closing date

27/6/2024

3C.7 Last day to extend the offer closing date

24/6/2024

3C.9 Trading in new +securities commences on a deferred settlement basis

28/6/2024

3C.11 +Issue date and last day for entity to announce results of +pro rata issue

3/7/2024

3C.12 Date trading starts on a normal T+2 basis

4/7/2024

3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

8/7/2024

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?

Canaccord Genuity (Australia) Limited.

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

Management Fee of 2% of the gross amount raised at the time those amounts are received and a \$65,000 corporate advisory fee.

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

Yes

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

Canaccord Genuity (Australia) Limited.

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 by Canaccord Genuity (Australia) Limited.

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

PFG has agreed to pay the Underwriter the following fees in consideration for acting as Underwriter to the Offer:
(a) an underwriting fee of 4.00% of the gross amount raised at the time those amounts are received.

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

Please refer to slides 25 to 27 of the Investor Presentation released to the ASX on 11 June 2024 for Termination Events.

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

Yes

3E.2e (i) What is the name of that party?

Directors - Simon Madder, Timothy Bennett and Matthew Murphy

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they



have underwritten or sub-underwritten)?

Up to \$60,000 each.

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

Nil.

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

Legal fees, disbursements, ASX and share registry fees will also be incurred in connection with the Entitlement Offer. These fees will be approximately \$192,500.

Part 3F - Further Information

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

Proceeds from the Entitlement Offer will be used to fund the acquisition of Equity Plan Management and Remuneration Strategies (EPM) (and associated transaction costs), the costs of the Entitlement Offer and working capital.

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 countries other than Australia and New Zealand.

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

The Entitlement Offer will be extended to eligible beneficiaries in accordance with the terms and conditions of the offer.

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

<https://www.primefinancial.com.au/news>

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

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

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?

No

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

PFG : ORDINARY FULLY PAID

Number of +securities proposed to be issued

12,727,273

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 securities will be issued in 3 tranches as part consideration for the acquisition of Equity Plan Management Pty Ltd under a share purchase agreement (SPA). The first tranche of 6,567,744 securities will be issued on or around 18/6/2024 and the remaining 2 tranches will be issued over a 2 year period. The number of securities to be issued pursuant to the remaining 2 tranches will be determined in accordance with a formula and the SPA provides that PFG will not issue more than 12,727,273 securities in total unless it has capacity to do so pursuant to Listing Rule 7.1. See the Investor Presentation released to ASX on 11 June for further details.

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

1,400,000.000000

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

Yes



Part 7C - Timetable

7C.1 Proposed +issue date

18/6/2024

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?

12,727,273 Shares. As noted above, the securities will be issued in 3 tranches as part consideration for the acquisition of Equity Plan Management Pty Ltd under a share purchase agreement (SPA). The first tranche of 6,567,744 securities will be issued on or around 18/06/2024 and the remaining 2 tranches will be issued over a 2 year period. The number of securities to be issued pursuant to the remaining 2 tranches will be determined in accordance with a formula and the SPA provides that PFG will not issue more than 12,727,273 securities in total unless it has capacity to do so pursuant to Listing Rule 7.1. See the Investor Presentation released to ASX on 11 June for further details.

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?

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

All securities will be subject to a 12 month voluntary escrow period from the date they are issued.

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

Not applicable.



Part 7F - Further Information

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

As noted above, the securities will be issued as part consideration for the acquisition of Equity Plan Management Pty Ltd.

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:

Not applicable - the entity has arrangements in place with the holder that ensure the securities cannot be on-sold within 12 months in a manner that would breach section 707(3) or 1012C(6)