



Announcement Summary

Entity name

NOVATTI GROUP LIMITED

Announcement Type

New announcement

Date of this announcement

11/10/2024

The Proposed issue is:

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

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
New class-code to be confirmed	Listed option exercisable at \$0.064 each lapsing 31 December 2027	135,454,325
NOV	ORDINARY FULLY PAID	135,454,325

Ex date

25/10/2024

+Record date

28/10/2024

Offer closing date

19/11/2024

Issue date

25/11/2024

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

NOVATTI 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

98606556183

1.3 ASX issuer code

NOV

1.4 The announcement is

New announcement

1.5 Date of this announcement

11/10/2024

1.6 The Proposed issue is:

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

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

NOV : 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?

Yes

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

Yes

Details of +securities proposed to be issued

ASX +security code and description

NOV : 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

1

For a given quantity of +securities held

3

**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)

135,454,325

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 0.04000

Oversubscription & Scale back details**Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**

No

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

No

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

Yes

Attaching +Security

Is the proposed attaching 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)?

New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +securities proposed to be issued**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)****Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

Yes

ASX +security code

New class-code to be confirmed

+Security description

Listed option exercisable at \$0.064 each lapsing 31 December 2027

**+Security type**

Options

Offer ratio (ratio of attaching securities at which the new +securities will be issued)**The quantity of attaching +securities to be issued**

1

For a given quantity of the new +securities issued

1

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)

135,454,325

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 0.00000

Oversubscription & Scale back details**Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**

No

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

No

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.0640

Expiry date

31/12/2027

Details of the type of +security that will be issued if the option is exercised

NOV : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

One fully paid ordinary share (ASX:NOV).

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

See ASX announcement 11 October 2024.

Details of company options where holders entitled to participate in the offer



ASX +security code and description

NOVO : OPTION EXPIRING 31-JAN-2027

Date Option must be exercised by

28/10/2024

Part 3C - Timetable

3C.1 +Record date

28/10/2024

3C.2 Ex date

25/10/2024

3C.4 Record date

28/10/2024

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

31/10/2024

3C.6 Offer closing date

19/11/2024

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

14/11/2024

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

20/11/2024

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

25/11/2024

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

26/11/2024

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

28/11/2024

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?

GBA Capital Pty Ltd and Ord Minnett Limited

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

Cash success fee of 1% where offer proceeds are in excess of \$7m
Shortfall placement of 6%
Options equivalent to 30% of the shortfall of the non-renounceable offer.

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

Yes

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

GBA Capital is acting as Sole Underwriter

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

\$3,007,500.00

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

6% of the Entitlement offer.
2,500,000 listed options exercisable at \$0.064 lapsing 31 December 2027.
30% of shares underwritten to be paid in options.

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

The significant events that could lead to the underwriting being terminated include:
The S&P ASX 200 Index is 10% or more below its respective level as at the close of business on the Business Day prior to the date of the Agreement.
The volume weighted average price of the Shares as traded on ASX over any three (3) consecutive trading day period after the Lodgement Date is equal to or less than \$0.035.
The Company does not lodge the Prospectus on the Lodgement Date or the Prospectus or the Offer is withdrawn by the Company.
It transpires that there is a statement in the Prospectus that is misleading or deceptive or likely to mislead or deceive, or that there is an omission from the Prospectus or if any statement in the Prospectus becomes misleading or deceptive or likely to mislead or deceive or if the issue of the Prospectus is or becomes misleading or deceptive or likely to mislead or deceive.

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?

Gyoen Pty Ltd, an entity associated with Peter Pawlowitsch
Peter Cook

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)?

Gyoen Pty Ltd, an entity associated with Peter Pawlowitsch \$288,889 (Sub-underwriter).
Peter Cook \$231,111 (Sub-underwriter).

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

1.5% of the amount sub-underwritten and 2 free listed options (exercisable at \$0.064 lapsing 31 December 2027) for every \$1 sub-underwritten.

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



Part 3F - Further Information

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

Repayment of liabilities, vertical market entry, brand refresh, new business initiatives and general working capital requirements.

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

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

No

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

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)?

Yes

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 +disclosure document or +PDS for the +securities proposed to be issued