



Update Summary

Entity name

COMMS GROUP LTD

Announcement Type

Update to previous announcement

Date of this announcement

21/5/2025

Reason for update to a previous announcement

Director participation in Entitlement Issue as sub-underwriters

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

COMMS GROUP 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

64619196539

1.3 ASX issuer code

CCG

1.4 The announcement is

Update/amendment to previous announcement

1.4a Reason for update to a previous announcement

Director participation in Entitlement Issue as sub-underwriters

1.4b Date of previous announcement to this update

16/5/2025

1.5 Date of this announcement

21/5/2025

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

CCG : 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

CCG : 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

9



What will be done with fractional entitlements? **Maximum number of +securities proposed to be issued (subject to rounding)**

Fractions rounded down to the nearest whole number or fractions disregarded 43,300,000

Offer price details for retail security holders

In what currency will the offer be made? **What is the offer price per +security for the retail offer?**

AUD - Australian Dollar AUD 0.05000

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

100% over the applicants entitlement

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

Yes

Describe the scale back arrangements

Pro-rata scaleback to maximum number of shares being offered

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

21/5/2025

3C.2 Ex date

20/5/2025

3C.4 Record date

21/5/2025

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

22/5/2025

3C.6 Offer closing date

2/6/2025



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

28/5/2025

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

3/6/2025

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

10/6/2025

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

11/6/2025

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

13/6/2025

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?

Henslow Pty Ltd (Henslow) and Taylor Collison Limited are acting as joint lead managers

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

to Henslow, a corporate advisory fee equal to 1.0% of the Placement Proceeds.

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

Yes

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

Henslow Pty Ltd (Henslow) and Taylor Collison Limited are joint underwriters to the Entitlement Offer

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

100% of Entitlement Offer

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

- (i) to the Lead Managers in their Respective Proportions in respect of the Entitlement Offer:
 - (A) a management fee equal to 1.0% of the Entitlement Offer Proceeds; and
 - (B) an underwriting fee equal to 4.0% of the Entitlement Offer Proceeds; and
- (ii) to Henslow, a corporate advisory fee equal to 1.0% of the Entitlement Offer Proceeds.

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

Company - ceases to be listed, is insolvent, offer force majeure, unable to issue shares, subject to a regulatory action in relation to affairs or in relation to directors or senior executives, change in CEO or CFO, S&P/ASX Small Ordinaries Index falls to a level which is 10.0% or more below the level of that index on the close of trading on the Business Day before the date of this agreement, ASIC initiates an action in relation to the offer

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?

Peter McGrath; Ryan O'Hare; Ben Jennings



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)?

6.5 million ordinary shares

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

2% of the number of underwritten securities at the issue price of \$0.05 per security

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

None

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

Legal fees, regulatory fees

Part 3F - Further Information

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

to acquire the business and assets of TasmaNet, a leading provider of premium data communication services to government and businesses in Tasmania, from Field Solutions Holdings Limited (Receivers and Managers Appointed) (Administrators Appointed)

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

ineligible participants in all countries except 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

<https://commsgroup.limited/>

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)?

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 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

CCG : ORDINARY FULLY PAID

Number of +securities proposed to be issued

96,400,000

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 0.05000

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

21/5/2025

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?

57,360,000

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)?
Yes

7D.1c (i) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?

39040000

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

Yes

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?

Henslow Pty Ltd (Henslow) and Taylor Collison Limited are acting as joint lead managers to the placement

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

- (i) to the Lead Managers in their Respective Proportions in respect of the Placement:
- (A) a management fee equal to 1.0% of the Placement Proceeds; and
 - (B) a selling fee equal to 4.0% of the Placement Proceeds; and
- (ii) to Henslow, a corporate advisory fee equal to 1.0% of the Placement Proceeds.

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

Legal fees, regulatory fees



Part 7F - Further Information

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

to acquire the business and assets of TasmaNet, a leading provider of premium data communication services to government and businesses in Tasmania, from Field Solutions Holdings Limited (Receivers and Managers Appointed) (Administrators Appointed)

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

None

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)