

ASX ANNOUNCEMENT

8 December 2021



FULLY UNDERWRITTEN RENOUNCEABLE ENTITLEMENT OFFER TO RAISE \$10.5 MILLION & BUY OUT OF THE COMPANY'S JOINT VENTURE PARTNER IN TRANSACTION SOLUTIONS INTERNATIONAL (INDIA) PVT. LTD

Vortiv Limited (ASX:VOR) (“Vortiv” or the “Company”), a FinTech Company is pleased to announce it is undertaking a fully underwritten pro-rata renounceable entitlement offer to raise \$10.5m (“**Entitlements Offer**”) to fund the buyout of its joint venture partner in Transaction Solutions International (India) Pvt. Ltd (“**TSI India**”) and additional growth capital to target increased ATM roll-out and adjacent FinTech technology product expansion. Following completion, the Company will incentivise existing management in TSI India through the grant of a 10% interest in TSI India.

Highlights

- **5 for 2 Fully Underwritten Renounceable Entitlement Offer to raise \$10.5 million. Lazarus Corporate Finance Pty Limited is the Underwriter**
- **For every 1 New Share issued, eligible shareholders will also receive one free attaching New Option**
- **New Options to have an exercise price of \$0.045 with an expiry date of 17 January 2024 and will be quoted on the ASX (subject to compliance with the ASX Listing Rules)**
- **Shareholders can trade their rights and apply for additional shares and New Options**
- **Rights to start trading from 14 December 2021**
- **Proceeds to be used to fund the acquisition of the remaining 75.11% interest in Transaction Solutions International (India) Pvt. Limited and provide additional capital for the Company's growth plans.**
- **In addition to the Entitlement Offer, subject to obtaining shareholder approval the directors will seek to subscribe for up to 16.7 million new Shares at \$0.03 per share and 16.7 million new Options for nil consideration to the directors to raise additional gross proceeds of \$500,000.**

Entitlement Offer

A total of 351.3 million new fully paid Shares will be issued under the renounceable entitlement offer with an issue price of \$0.03 per Share on the basis of five (5) shares for every two (2) Shares held on the Record Date (**Entitlement Offer**).

Subscribers in the Entitlement Offer will also be issued one (1) free attaching option (listed, subject to compliance with the ASX Listing Rules) for every one (1) Share subscribed for and with an exercise price of \$0.045 per option, expiry date 2 years from date of issue. Vortiv will then have circa 361.3 listed options on issue pursuant to the Offer.

The Entitlement Offer price represents a 26.8% discount to the closing price immediately before the Company's trading halt for the purposes of the capital raise, 26.8% discount to the five-day VWAP and a 31.2% discount to the thirty-day VWAP.

The Company will release a Prospectus to accompany the Entitlement Offer, which is expected to be lodged with the Australian Securities and Investment Commission (ASIC) on 9 December, 2021 and, together with a personalised entitlement and acceptance form, will be sent to eligible shareholders shortly after the Record Date. Eligible shareholders should consider the Prospectus in deciding whether to acquire securities under the Entitlement Offer and will need to follow the instructions on the entitlement and acceptance form that will accompany the Prospectus.

Lazarus Corporate Finance Pty Ltd (ACN 149 263 543) has been appointed as the Lead Manager and underwriter of the Entitlement Offer. In consideration for its services, the Company will issue 10 million new Options to the Lead Manager.

The Entitlement Offer is open to all eligible shareholders who have a registered address within Australia or New Zealand, and who hold Shares on the Record Date. The Entitlement Offer will close on 10 January 2022 (unless extended).

All New Shares issued will rank equally with existing shares on issue and the Company will apply for quotation of the new Shares and new Options (in the case of the new Options, subject to satisfying applicable requirements for quotation of a new class of securities).

Use of Funds

The funds raised under the Entitlement Offer will be used to:

- settle the purchase price of ₹217 million (being approximately \$4.1 million as at the date of this notice) to acquire CX Partner's interest in TSI India;
- \$4.4 million to fund future growth of TSI India;
- \$1 million to provide working capital for the Company; and
- \$1 million to fund transaction costs associated with the capital raise and TSI Acquisition.

Indicative Timetable

The timetable for the Entitlement Offer is highlighted in the table below. All dates are indicative and subject to change within the ASX Listing Rules and *Corporations Act 2001* (Cth).

| Event | Date |
|---|-----------------------------|
| Lodgement of Appendix 3B with ASX | Wednesday, 8 December 2021 |
| Lodgement of Prospectus with the ASIC and ASX | Friday, 10 December 2021 |
| Ex-date | Tuesday, 14 December 2021 |
| Rights start trading | Tuesday, 14 December 2021 |
| Record Date for determining Entitlements | Wednesday, 15 December 2021 |
| Dispatch of Offer Documents | Monday, 20 December 2021 |
| Rights stop trading | Friday, 7 January 2022 |

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|---|--------------------------|
| Securities quoted on a deferred settlement basis | Monday, 10 January 2022 |
| Last day to extend the Closing Date | Tuesday, 11 January 2022 |
| Closing Date as at 5.00pm (AEST)* | Friday, 14 January 2022 |
| ASX and Underwriter notified of under subscriptions | Tuesday, 18 January 2022 |
| Underwriter subscribes for Shortfall under terms of Underwriting Agreement | Friday, 21 January 2022 |
| Issue date and lodgement of Appendix 2A with ASX applying for quotation of the Securities | Friday, 21 January 2022 |
| Quotation of Securities issued under the Offer* | Monday, 24 January 2022 |

END

Authorised for release by the Board of Directors, Vortiv Ltd.

For further enquiries:

Mr Alastair Beard

Company Secretary

Vortiv Limited

P: +61 411 717 073

E: pmaclod@vortiv.com

Mr Nicholas Smedley

Chairman

Vortiv Limited

P: +61 447 074 160

E: nsmmedley@vortiv.com

If shareholders wish to update their details with the Company's share registry, please contact:

Advanced Share Registry Limited

110 Stirling Highway

Nedlands WA 6009

Telephone: 1300 113 258

International: +61 8 9389 8033

Facsimile: +61 8 6370 4203

Online: www.advancedshare.com.au/investor-login