

16 September 2022

Dear Shareholder

## **FRUGL GROUP LIMITED - Notice to Eligible Shareholders of Non-Renounceable Entitlements Issue**

I write to you on behalf of the Directors of Frugl Group Limited (**ASX: FGL**) (**FGL** or **Company**). As announced on 31 August 2022, the Company is undertaking a pro rata non-renounceable entitlement issue (**Entitlement Issue** or **Offer**) of one (1) fully paid ordinary share in the capital of the Company (**Share**) for every two (2) Shares held by shareholders of the Company (**Shareholders**) registered at the record date of 8 September 2022 to raise approximately \$1,013,261. The price of Shares issued under the Offer is \$0.01 each.

The Company lodged a prospectus for the Offer with ASIC and ASX on 2 September 2022 and 5 September 2022, respectively (**Prospectus**) which can be accessed at <https://fruglgroup.com.au/>. The Company intends to lodge a supplementary prospectus with ASIC and ASX on 19 September 2022 (**Supplementary Prospectus**). For the purposes of this announcement, the Prospectus and Supplementary Prospectus are together considered the **Prospectus**.

The Shares issued under the Offer will rank equally with the Shares already on issue.

Following completion of the Offer, the Company will have issued approximately 101,326,097 Shares resulting in total Shares on issue of approximately 303,978,292.

### **Participation in the Offer**

The Offer is being made to all Shareholders named on its register of members at 3:00pm (AWST) on 8 September 2022, whose registered address is in Australia, New Zealand, Singapore, Switzerland, Thailand, United Kingdom or United States of America.

The Company will not be printing / dispatching hard copies of the Prospectus or Application Forms, except in response to a specific request by a Shareholder. Instead, an electronic copy of the Prospectus and your personalised application form (**Application Form**) is accessible (using your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) from your latest Holding Statement, and postcode) at the following link: <https://investor.automic.com.au>. Shareholders should read the Prospectus in full prior to making an application under the Offer.

## Indicative Timetable

The Entitlements Issue will be conducted in accordance with the following indicative timetable:

<b>Lodgement of Prospectus with the ASIC</b>	2 September 2022
<b>Lodgement of Prospectus and Appendix 3B with ASX</b>	2 September 2022
<b>Ex date</b>	7 September 2022
<b>Record Date for determining Entitlements</b>	8 September 2022
<b>Offer opening date, Prospectus sent out to Shareholders and Company announces this has been completed</b>	16 September 2022
<b>Last day to extend the Closing Date</b>	19 September 2022
<b>Closing Date as at 5:00pm*</b>	23 September 2022
<b>Shares quoted on a deferred settlement basis</b>	26 September 2022
<b>ASX notified of under subscriptions</b>	28 September 2022
<b>Issue date and lodgement of Appendix 2A with ASX applying for quotation of the Shares</b>	30 September 2022
<b>Quotation of Shares issued under the Offer</b>	3 October 2022

\*The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. Accordingly, the date the Shares are expected to commence trading on ASX may vary.

The above timetable is indicative only and subject to change. The commencement and quotation of New Shares is subject to confirmation from ASX. Subject to the requirements of the Corporations Act, the ASX Listing Rules and other applicable rules, the Company reserves the right to amend this timetable at any time, including extending the period for the Offer or accepting late applications, either generally, or in some cases, without notice.

## Shortfall Offer

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer (**Shortfall Shares**). The Shortfall Offer is a separate offer made pursuant to the Prospectus and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.01 being the price at which Shares have been offered under the Offer.

If you do not wish to take up any part of your Entitlement you are not required to take any action.

Eligible Shareholders who wish to subscribe for Shares above their Entitlement are invited to apply for Shortfall Shares under the Shortfall Offer by completing the appropriate section on their Entitlement and Acceptance Form.

The Company reserves the right, subject to any restrictions imposed by the Corporations Act and the Listing Rules, to issue the Shortfall Securities at their sole discretion.

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## Options to Shareholders

There are a number of actions Shareholders may take:

- You may take up all or some of your rights to subscribe for shares pursuant to your Entitlement. To take up all or some of your Entitlement you will need to ensure your application money for the Entitlements you wish to take up is received by Automic Registry Services (**Share Registry**) by no later than 5:00pm (AWST) on Friday, 23 September 2022, by either completing and returning your Entitlement and Acceptance Form together with your application money or making a payment by BPAY in accordance with the instructions on your Entitlement and Acceptance Form.
- If you have taken up all of your Entitlement, you may apply for additional Shares via the Shortfall Offer.
- You may do nothing. If you choose to do nothing with your Entitlements, while you will continue to hold the same number of shares, your interest in the Company will be diluted and you will receive no value for your Entitlements.

If you have any queries regarding your entitlement or participation in the upcoming Entitlement Issue, please do not hesitate to contact the Company's Share Registry on 1300 288 664.

Yours sincerely

**Jonathon Wild**

**Chairman**