



## Announcement Summary

---

**Entity name**

CARLY HOLDINGS LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

5/10/2022

**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	Quoted options	58,160,989
CL8	ORDINARY FULLY PAID	116,321,978

**Ex date**

7/10/2022

**+Record date**

10/10/2022

**Offer closing date**

26/10/2022

**Issue date**

2/11/2022

Refer to next page for full details of the announcement



## Part 1 - Entity and announcement details

---

### 1.1 Name of +Entity

CARLY HOLDINGS 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

60066153982

### 1.3 ASX issuer code

CL8

### 1.4 The announcement is

New announcement

### 1.5 Date of this announcement

5/10/2022

### 1.6 The Proposed issue is:

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

### 1.6a The proposed standard +pro rata issue is:

+ 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**

CL8 : 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**

CL8 : ORDINARY FULLY PAID

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**ISIN Code for the tradable rights created under a renounceable right issue (if Issuer is foreign company and +securities are non CDIs)**

**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**

1



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

Fractions rounded down to the nearest whole number or fractions disregarded

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

116,321,978

**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 0.02400

**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**

There are no limits on applications under the Shortfall Offer but note the scale back arrangements below.

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

Yes

**Describe the scale back arrangements**

The Lead Manager (in consultation with the Directors) will allocate Shortfall Securities pursuant to the Shortfall Offer with a view to:

- (a) recognising the ongoing support of existing Shareholders of the Company;
- (b) identifying new potential long-term or cornerstone investors; and
- (c) ensuring an appropriate Shareholder base for the Company.

**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 are non CDIs)**

**ISIN Code for the tradable rights created under a renounceable right issue (if Issuer is foreign company and +securities are non CDIs)**

**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**

Quoted options

**+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**

2

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

Fractions rounded down to the nearest whole number or fractions disregarded

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

58,160,989

**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)?**

Yes

**Describe the limits on over-subscription**

There are no limits on applications under the Shortfall Offer but note the scale back arrangements below.



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

Yes

**Describe the scale back arrangements**

The Lead Manager (in consultation with the Directors) will allocate Shortfall Securities pursuant to the Shortfall Offer with a view to:

- (a) recognising the ongoing support of existing Shareholders of the Company;
- (b) identifying new potential long-term or cornerstone investors; and
- (c) ensuring an appropriate Shareholder base for the Company.

**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 0.0600

**Expiry date**

31/10/2024

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

CL8 : ORDINARY FULLY PAID

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

One fully paid ordinary share (ASX:CL8)

**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.**

Terms and conditions of the options are set out in section 4.2 of the prospectus dated 5 October 2022

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

**ASX +security code and description**

CL8OB : OPTION EXPIRING 31-MAY-2023

**Date Option must be exercised by**

10/10/2022



Part 3C - Timetable

---

**3C.1 +Record date**

10/10/2022

**3C.2 Ex date**

7/10/2022

**3C.3 Date rights trading commences**

7/10/2022

**3C.4 Record date**

10/10/2022

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

11/10/2022

**3C.6 Offer closing date**

26/10/2022

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

21/10/2022

**3C.8 Date rights trading ends**

19/10/2022

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

20/10/2022

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

2/11/2022

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

3/11/2022

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

7/11/2022

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?**

Mahe Capital Pty Ltd (AFSL 517246)



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

- 1. One New Option for every \$1 raised under the Offer (excluding funds raised from Associated Parties)
  - 2. Lead manager fee of \$60,000
  - 3. Management fee of 1% of the total amount raised under the Offer.
- The lead manager (or its nominees) will have the right to subscribe for fees under item 2 and 3 in scrip under the Offer.

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

No

**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**

Not applicable

Part 3F - Further Information

---

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

Funds raised are intended to be used to fund the growth in the supply of vehicles available for subscription and towards customer acquisition, sales and marketing activities, technology enhancements, R&D, working capital and expenses of the Offer.

**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**

China  
Malaysia  
Singapore  
United Arab Emirates  
United States

**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**

Nominees and custodians may not submit an Entitlement and Acceptance Form on behalf of any Shareholder resident outside Australia and New Zealand without the prior consent of the Company, taking into account relevant securities law restrictions. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

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

<https://investors.carly.co/investor-relations/rights-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