



ASX Announcement

14 October 2022

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Directors

Jon Wild, Chairman

Mathew Walker, Corporate
Director

Sean Smith, CEO

Steve Samuel, Company
Secretary

Issued Capital

ASX Code: FGL

264,849,607 Ordinary Shares

29,500,000 Listed options
exercisable at \$0.10 on or before
20 July 2024

Overview

Frugl is a retail intelligence ecosystem that acquires publicly available grocery data, enriches it, and utilises it to power two independent retail platforms; Frugl Grocery and InFocus Analytics.

With management drawn from major Australian and International retail organisations, Frugl combines retail experience, expertise in data analytics, and enterprise-scale data sets ready for immediate commercialisation.

UNMARKETABLE PARCEL SALE FACILITY

Frugl Group Limited (ASX: **FGL**) ("**Frugl**" or the "**Company**") announced today that it is establishing an opt-out unmarketable parcel sale facility (**Facility**) for shareholders who hold less than \$500 worth of fully paid ordinary shares in the Company (**Unmarketable Parcel**).

As at market close on 13 October 2022 (**Record Date**), the closing price of the Company's shares on ASX was \$0.011 and on this basis an Unmarketable Parcel is less than 45,455 shares.

In accordance with the Company's Constitution and ASX Listing Rules, the attached letter and Share Retention Form will be sent to all shareholders holding an Unmarketable Parcel of shares as at the Record Date.

Shareholders with an Unmarketable Parcel who wish to retain their shareholding need to give the Company written notice by returning the Share Retention Form by no later than 5.00pm (Perth time) on 28 November 2022 or acquire additional shares prior to that time such that their holdings comprise a marketable parcel, otherwise their shares will be sold by the Company.

Shareholders wishing to take advantage of the Facility and have their shares sold by the Company **do not** need to take any action.

A summary of key dates in relation to the Facility are as follows:

Unmarketable Parcels Record Date	13 October 2022
ASX announcement regarding Unmarketable Parcels Sale Facility	14 October 2022
Dispatch of Letter to holders of Unmarketable Parcels	18 October 2022
Closing Date for Receipts of Share Retention Form	28 November 2022

The Company may modify these dates or suspend or terminate the Facility. Any modification, suspension or termination will be notified to shareholders by way of a market announcement.

This announcement has been authorised by the Board of Frugl Group Limited.

For, and on behalf of, the Board of the Company

Jon Wild
Chairman

Frugl Group Limited

- ENDS -

Unmarketable Parcels Sale Facility

Dear Shareholder,

We are writing to advise you that Frugl Group Limited (ASX: **FGL**) ("**Frugl**" or the "**Company**") has established an unmarketable parcel sale facility (Facility) for shareholders that hold less than \$500 in value of fully paid ordinary shares in the Company (**Unmarketable Parcel**) as at 5.00pm (Perth time) 13 October 2022 (**Record Date**).

The Company is providing this Facility to require holders of Unmarketable Parcels to sell their shares. Holders of Unmarketable Parcels may opt out of the Facility as noted below.

Our registry records show that you held an Unmarketable Parcel of less than 45,455 shares in the Company, based on closing price on ASX of shares of \$0.011 per share on the Record Date.

If you hold Company shares in a CHESS Holding and they remain in a CHESS Holding after the Closing Date (as defined in the timetable below) the Company may, without further notice, remove those Company shares from the CHESS Holding to an Issuer Sponsored Holding for the purposes of divestment in accordance with this notice. Shares to be sold under the Facility will be sold on ASX in the ordinary course of trading at the prevailing market price. The Company will pay all brokerage and handling costs of the sale for holders of Unmarketable Parcels under the Facility, excluding tax consequences from the sale, which remain the shareholder's responsibility. The sale price of each of your Company shares will be the average price of every share sold on ASX under the Facility. All holders of an Unmarketable Parcel who are participating in the Facility will receive the same sale price per share and the payment for your holding will be the sale price multiplied by the number of your shares sold. As the sale price is an average, the proceeds that you receive may be more or less than the actual price received by the broker for the sale of your shares.

As the Company has determined that all payments to shareholders are to be made via direct credit to their nominated bank account, please ensure your account details are up to date with the Company's share registry, Automic Pty Ltd (Automic). You can update your banking and personal details with Automic by logging in to your holding on Automic's Investor Centre at <https://www-automicgroup.com.au/investor> or by calling them on **Australia: 1300 288 664 Overseas: +61 2 9698 5414**.

Key Dates

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The Company may modify these dates or suspend or terminate the Facility. Any modification, suspension or termination will be notified to shareholders by way of a market announcement on ASX.

What do you need to do if you wish to sell your Unmarketable Parcel?

You do not need to take any action. Your shares will be sold through the Facility after the Closing Date and the proceeds of the sale paid to you in accordance with the timetable above.

What do you need to do if you wish to retain your Unmarketable Parcel?

If you wish to retain your shares you must complete the attached Share Retention Form and ensure it is received by Automic before the Closing Date, being 5.00pm (Perth) on 28 November 2022.

Alternatively, you may acquire additional shares so that you hold more than an Unmarketable Parcel as at the Closing Date. In this event, the Facility will not apply to any of your shares.

Important Notes

The Company is not licensed to provide financial product advice. The Company makes no recommendation as to whether you should participate in the Facility. You are encouraged to seek advice from your legal or financial adviser if you are unsure about what to do in response to this notice.

The market price of shares is subject to change from time to time. Up-to-date information on the price of Company shares is available on ASX's website www.asx.com.au from time to time.

The attached Information Sheet provides further information about the Facility. If you have any further questions about the Facility, please contact Automic's Information Line on Australia: 1300 288 664 Overseas: +61 2 9698 5414. or visit <https://www.automicgroup.com.au>.

Yours sincerely

Jon Wild
Chairman

INFORMATION SHEET - UNMARKETABLE PARCEL SALE FACILITY

Why is the Company Implementing the Facility?

The Company welcomes the support of all shareholders, however, the administrative costs in producing and distributing shareholder communications and maintaining small holdings on the register through registry fees can be disproportionately high when compared with the dollar value of small holdings. Additionally, the Facility will assist holders with a small number of shares who would find it difficult or expensive to dispose of those shares through the normal means.

Does the Company have the authority to sell my shares?

Under ASX Listing Rule 15.13 and clause 3 of the Company's constitution, the Company has the right to sell Unmarketable Parcels, unless shareholders give notice to the Company before the Closing Date that they wish to retain their shares or acquire additional shares such that their holding at the Closing Date comprises a marketable parcel.

When will my shares be sold under the Facility?

The sale of shares under the Facility will be sold as soon as practicable after the Closing Date.

Can I purchase more shares, so my shares won't be sold?

If you increase your holding so that the number of shares held is equal to \$500 the equivalent of 45,455 shares (ie, a Marketable Parcel) or more at the Closing Date, then the Company will not sell your shares under the Facility.

What if I hold multiple Unmarketable Parcels?

If you hold multiple holdings that, in isolation, are deemed to be Unmarketable Parcels, but when aggregated would constitute a Marketable Parcel, you can contact Automic to have those holdings merged into one holding so that this is reflected on the register before the Closing Date. If you do not do this, each of your holdings will be treated as Unmarketable Parcels.

When and how will I receive sale proceeds

The proceeds from the sale of your shares will be remitted to you as soon as practicable after the completion of the Facility. The expected payment date is as soon as practicable and in any event within eight weeks of the Closing Date. **Please ensure you have provided Automic with your nominated bank details as payments will only be made by direct credit.**

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

**Shares held at 5.00pm (WST) on
Thursday 13 October 2022:** [FGLUMPWRKHolding]

ASX Security Code: FGL

Holder Number (SRN/HIN): [HolderNumberMasked]

SHARE RETENTION ELECTION FORM

YOUR ELECTION MUST BE RECEIVED BY NO LATER THAN 5.00PM (WST) ON MONDAY 28 NOVEMBER 2022

This is an important document and requires your immediate attention. This document should be read in conjunction with the enclosed shareholder letter. If you are in any doubt as to how to deal with this form, you should consult your professional advisor.

Option A: Elect Online (Recommended)

Visit <https://investor.automic.com.au/#/home>

To elect online, simply scan the barcode to the right with your tablet or mobile device or enter the above link into your browser. Instructions lodging your election online and accessing this portal are provided in the section overleaf.

- ✓ **It's fast and simple:** Electing online is very easy to do, it eliminates any postal delays and removes any potential risk of it being lost in transit.
- ✓ **It's secure and confirmed:** Electing online provides you with greater privacy over your instructions and provides you with confirmation that your Election has been successfully processed.



Option B: Paper Election

Step 1: Make your election below:

A PLEASE TICK THE BOX TO INDICATE YOU WISH TO RETAIN YOUR SHARES

☐

B REQUEST FOR DIRECT CREDITING OF PAYMENTS – SELL YOUR SHARES

Please provide your EFT details below.

BSB Number

 -

Account Number

Name in which account is held (e.g.: John Smith)



DO NOT USE YOUR CARD NUMBER

If you are unsure of your account or BSB number, please check with your bank, building society or credit union.

Note: Do not complete section B if you wish to retain your shares. By completing your details online OR above you are agreeing to the sale of your shares even if you tick the above box in section A.

Step 2: Provide your contact details:

Telephone Number

Contact Name (PLEASE PRINT)

Email Address

SUPPORT YOUR COMPANY: By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

Step 3: Sign and return the form in accordance with the instructions provided:

I/We authorise you to act in accordance with my/our instructions set out above. I/We acknowledge that these instructions supersede and have priority over all previous instructions relating to this Small Parcel Sale Facility.

Individual or Securityholder 1

Sole Director or Sole Director &
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary



INSTRUCTIONS FOR COMPLETION OF THIS FORM

ELECTION OPTIONS

A: RETENTION OF SHARES

If you wish to retain your shares, please place a tick in the box provided. Should you validly sign the form but fail to place a tick in the box, it will be at the Company's discretion as to whether or not it is your intention to retain your shares.

B: SELLING YOUR SHARES - REQUEST FOR DIRECT CREDITING OF PAYMENTS

If you wish to sell your shares, please provide your bank details in this section. Do not complete this section if you wish to retain your shares. If you provide your direct credit instruction details, you are agreeing to the sale of your shares even if you have placed a tick in Box A.

SIGNING REQUIREMENTS

Individual:	Where the holding is in one name, the Shareholder must sign.
Joint holding:	Where the holding is in more than one name, all of the Shareholders must sign.
Power of Attorney:	If any signatory signs under Power of Attorney, please attach an originally certified photocopy of the Power of Attorney to this Form when you return it.
Companies:	To be signed in accordance with your Constitution. Please sign in the box which indicates the office held by you.
Estates:	If any signatory signs in the capacity of Executor/s, please attach to this Form when you return it, a certified photocopy of the Probate or Death Certificate together with the Will.

LODGING YOUR SHARE RETENTION ELECTION FORM



IMPORTANT! Election Forms cannot be returned by fax or email.
Your Acceptance Form must be returned via one of the return methods provided below.

Due to recent changes to delivery times by Australia Post, standard delivery may now take up to ten Business Days, or longer from regional areas. Shareholders should bear this in mind when returning Election Forms using Australia Post.

ONLINE

Existing users: If you have an existing Automic Investor Portal account, with access to Frugl Group Limited, you do not need to register and can log in with your existing username and password at <https://investor.automic.com.au>

If you do not automatically see your FGL shareholding in your account, you can easily add it by selecting the "Add holding" button on the top right-hand corner of the screen and following the prompts.

New users: If you do not have an existing Automic account you will need to register for Investor Portal by visiting <https://investor.automic.com.au/#/signup> and following these steps:

1. In the Company Name field, select "Frugl Group Limited (FGL)"
2. Enter your Holder Number (SRN or HIN) as shown on the top of this form
3. Enter the postcode (Australian address) or click "change country" to select the country code (overseas address) relevant to your holding
4. Tick the "I'm not a robot" box and click "Next"
5. Complete the prompts to set up your Username and Password

Once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.

BY MAIL

Frugl Group Limited – Unmarketable Parcel Sale Facility
C/- Automic Group
GPO Box 5193
Sydney NSW 2001

BY HAND DELIVERY (Between Sydney office hours 9.00am – 5.00pm AEDT)

Automic Group
Level 5
126 Phillip Street
Sydney NSW 2000

**YOUR SHARE SALE ELECTION FORM MUST BE RECEIVED BY NO LATER THAN
5.00PM (WST) ON MONDAY 28 NOVEMBER 2022.**