

29 February 2024

Section 708AA(2)(f) Notice

This notice is given by AF Legal Group Ltd (ACN 063 366 487) (ASX: AFL) (**Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73* (**ASIC Instruments**).

The Company has today announced a partially underwritten non-renounceable entitlement offer to eligible existing shareholders of the Company (**Eligible Shareholders**) of one (1) new fully paid ordinary share in the Company (**New Share**) for every four (4) fully paid ordinary shares in the Company (**Shares**) held as at 7.00pm (Sydney time) on Wednesday, 6 March 2024 (**Entitlement Offer**).

Eligible Shareholders will also be offered the opportunity to apply for additional New Shares (**Additional New Shares**) above their entitlements from any shortfall that may arise under the Entitlement Offer (**Shortfall Facility**).

The Entitlement Offer is being partially underwritten by Christopher John McFadden ATF Christoula Superannuation Fund (**Underwriter**), up to an amount of **A\$250,000**, pursuant to an underwriting agreement entered into between the Underwriter and the Company on 29 February 2024. Mr McFadden is the Chief Executive Officer of the Company. The Company will not pay any underwriting fees to the Underwriter.

An Entitlement Offer Booklet for the Entitlement Offer is expected to be despatched to Eligible Shareholders on Monday, 11 March 2024.

In accordance with section 708AA(2)(f) of the Corporations Act, the Company confirms the following:

1. The New Shares (and Additional New Shares, if applicable) will be offered for issue without disclosure to investors under Part 6D.2 of the Corporations Act.
2. This notice is being given under section 708AA(2)(f) of the Corporations Act (as modified by the ASIC Instruments).
3. As at the date of this notice, the Company has complied with:
 - a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - b) sections 674 and 674A of the Corporations Act.
4. As at the date of this notice, there is no “excluded information” of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act that is required to be set out in this notice under section 708AA(7) of the Corporations Act.
5. The potential effect that the issue of the New Shares will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including the extent to which Eligible Shareholders take up their entitlement to New Shares under the Entitlement Offer.

The potential effect on control is summarised below:

- a) If all Eligible Shareholders take up their entitlements under the Entitlement Offer, then the Entitlement Offer will have no significant effect on the control of the Company.
- b) If some Eligible Shareholders do not take up their entitlements under the Entitlement Offer, then the interests of those Eligible Shareholders in the Company will be diluted.
- c) The proportional interests of shareholders of the Company who are not Eligible Shareholders will be diluted because such shareholders are not entitled to participate in the Entitlement Offer.
- d) Eligible Shareholders that apply for Additional New Shares under the Shortfall Facility (under which any shortfall between applications received and the number of New Shares proposed to be issued under the Entitlement Offer may be applied for by those Eligible Shareholders who have accepted their entitlements in full) may increase their interests beyond their entitlement. This would result in the dilution of holdings of those who failed to take up their Entitlements in full and those who failed to apply for Additional New Shares.
- e) Based on available information as at the date of this notice and to the extent known by the Company, those persons which together with their associates have a voting power in 5% or more of the Shares on issue (**Substantial Shareholders**) are set out in the table below:

Substantial Shareholder	Existing Shares	Voting power ¹	Max. entitlement ²	Max. application amount
Westferry Operations Pty Ltd atf The Westferry Fund (Westferry)	10,845,300	13.79%	2,711,325	\$406,699
Mrs Rosheeni Christina Dobbie (Rosheeni Dobbie)	5,425,000	6.90%	1,356,250	\$203,438
Moat Investments Pty Ltd (Moat Investments)	4,055,764	5.16%	1,013,941	\$152,091

Notes:

- 1. Assuming 78,638,341 Shares on the date of this notice.
- 2. The numbers may vary due to rounding of entitlements.

- f) In the scenario where:
 - (i) the Substantial Shareholders are the **only** Eligible Shareholders to take up their Entitlement (i.e. all other Eligible Shareholders do not participate in the Entitlement Offer);
 - (ii) each of the Substantial Shareholders takes up their respective Entitlement in full; and
 - (iii) the Underwriter takes up \$250,000 of Shortfall Shares in accordance with the Underwriting Agreement,

then each of the Substantial Shareholders' Shareholdings and maximum voting power and the Shareholdings of existing Shareholders and the Underwriter at completion of the Entitlement Offer is projected to be:

	Before Entitlement Offer		After Entitlement Offer	
	Shares	Voting power	Shares	Voting power
Substantial Shareholders:				
Westferry	10,845,300	13.79%	13,556,625	15.88%
Rosheeni Dobbie	5,425,000	6.90%	6,781,250	7.94%
Moat Investments	4,055,764	5.16%	5,069,705	5.94%
Underwriter:¹				
Christopher John McFadden atf Christoula Superannuation Fund	Nil	0%	1,666,667	1.95%

Note 1: Mr Christopher John McFadden, in his personal capacity as the CEO of the Company, also holds 1,180,000 performance rights in the Company, which were approved by shareholders at the Company's last annual general meeting held on 14 November 2023.

This announcement has been authorised for release by the Board of the Company.

AF Legal Group Ltd

Pia Rasal
Company Secretary