

## ASX Announcement

9 August 2016

### REWARDLE HOLDINGS LIMITED ACCELERATED NON-RENOUNCEABLE ENTITLEMENT OFFER TO RAISE APPROXIMATELY \$3.285 MILLION

#### Highlights

- One for two accelerated pro-rata non-renounceable entitlement offer to raise gross proceeds of \$3.285 million
- Managing Director and Founder, Ruwan Weerasooriya to take up \$1,000,000 of his rights
- Funds raised from the Entitlement Offer will be used for growth of the Merchant and Member Network and associated administration, software development, general working capital, and the costs of the Entitlement Offer
- Offer price of 5 cents per new share, being a 24% discount to the 30 day VWAP to the 8 August 2016
- Morgans Corporate Limited, Lead Manager to the Entitlement Offer

#### Entitlement Offer

Rewardle Holdings Limited ACN 168 751 746 (**Rewardle** or **Company**) announces that it intends to undertake an accelerated one for two pro rata non-renounceable entitlement offer of fully paid ordinary shares in Rewardle (**New Shares**) to raise approximately \$3.285 million (**Entitlement Offer**).

The offer price for the Entitlement Offer will be 5 cents per New Share (**Offer Price**). The Entitlement Offer Price represents a 24% discount to the 30 day VWAP to the 8 August 2016 of Rewardle shares (the last trading day before this announcement).

Under the Entitlement Offer, eligible shareholders will be able to subscribe for one New Share for every two existing shares held at 7.00pm (AEST time) on 11 August 2016 (**Record Date**) at the Offer Price (**Entitlements**).

Morgans Corporate Limited will act as the lead manager to the Entitlement Offer (**Lead Manager**). The terms of the Lead Manager agreement will be set out in the Retail Entitlement Offer document.

The funds raised from this Entitlement Offer will be used to fund:

- growth of the Merchant and Member Network and associated administration;
- software development
- general working capital; and
- the costs of the Entitlement Offer.

The Entitlements are non-renounceable and will not be tradable on ASX or otherwise transferable. Shareholders who do not take up their Entitlements will not receive any value for those Entitlements that they do not take up. Shareholders who are not eligible to receive Entitlements will not receive any value for the Entitlements they would have received had they been eligible.

Existing option holders need to exercise their options and be registered retail holders of fully paid ordinary shares on the Record Date if they wish to participate in the Entitlement Offer.

It is expected that approximately 65,694,508 New Shares will be issued as part of the Entitlement Offer. New Shares issued under the Entitlement Offer will rank equally with existing shares.

The Entitlement Offer includes an institutional component (**Institutional Entitlement Offer**) and a retail component (**Retail Entitlement Offer**).

Under the Institutional Entitlement Offer, eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer which will take place today, Tuesday, 9 August 2016. Eligible institutional shareholders can choose to take up all, part or none of their Entitlement. Rewardle confirms that the Institutional Entitlement Offer is partially underwritten by Sequoi Nominees Pty Ltd (ACN 112 801 377) as trustee for the Sequoi Trust (**Underwriter**), being an entity controlled by Brandon Munro (who is a Director of the Company). The Underwriter will subscribe for a maximum of 2,000,000 New Shares not taken up under the Institutional Entitlement Offer. Entitlements that eligible institutional shareholders do not take up by the close of the Institutional Entitlement Offer and which are not taken up by the Underwriter, may be placed as shortfall by the Directors (in consultation with the Lead Manager and subject to legislative requirements) at their absolute discretion.

Eligible retail shareholders in Australia and New Zealand will be invited to participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as the Institutional Entitlement Offer. The Retail Entitlement Offer will open on Tuesday, 16 August 2016 and close at 7.00pm (AEST) on Friday, 26 August 2016. The Retail Entitlement Offer will include a top-up facility under which eligible retail shareholders who take up their full Entitlement will be invited to apply for additional shares in the Retail Entitlement Offer from a pool of those not taken up by other eligible retail shareholders. There is no guarantee that applicants under this top-up facility will receive all or any of the shares they apply for under the facility. The Retail Entitlement Offer is not underwritten. Entitlements not taken up under the Retail Entitlement Offer may be placed as shortfall by the Directors (in consultation with the Lead Manager and subject to legislative requirements) at their absolute discretion.

Rewardle will notify shareholders as to whether they are eligible to participate in the Entitlement Offer. Eligible shareholders will be sent, on Tuesday, 16 August 2016, an information booklet including a personalised entitlement and acceptance form which will provide further details of how to participate in the Entitlement Offer. A copy of the Information Booklet will also be lodged with the ASX on Thursday, 11 August 2016.

An investor presentation on the Entitlement Offer has been lodged with ASX today and is able to be downloaded from the ASX website ([www.asx.com.au](http://www.asx.com.au)).

Rewardle confirms that no dividend or distribution has been, or is planning to be, announced.

### Proposed timetable\*

Rewardle expects that the Entitlement Offer will be conducted according to the following timetable:

Key Events	Date
Announcement of the Entitlement Offer and Appendix 3B and cleansing notice lodged	Tuesday, 9 August
Institutional Entitlement Offer opens	Tuesday, 9 August
Institutional Entitlement Offer closes	Tuesday, 9 August
Announcement of results of Institutional Entitlement Offer and release of Retail Entitlement Offer documentation to ASX (before commencement of trading following the trading halt)	Thursday, 11 August
Trading halt lifted, existing shares recommence trading on ex-entitlement basis	Thursday, 11 August
Record Date for the Entitlement Offer (7:00pm (AEST))	Thursday, 11 August
Retail Entitlement Offer documentation and personalised entitlement and acceptance forms sent to eligible retail holders and announcement that documents have been sent	Tuesday, 16 August
Retail Entitlement Offer opens	Tuesday, 16 August
Settlement of Institutional Entitlement Offer	Tuesday, 16 August
Updated Appendix 3B for New Shares issued under the Institutional Entitlement Offer lodged (if required)	Tuesday, 16 August
Issue and quotation of New Shares under the Institutional Entitlement Offer	Wednesday, 17 August
Retail Entitlement Offer closes (7:00pm (AEST))	Friday, 26 August
Announce results of Retail Entitlement Offer and under-subscriptions	Wednesday, 31 August
Settlement of Retail Entitlement Offer	Thursday, 1 September
Issue of New Shares under the Retail Entitlement Offer	Friday, 2 September
Updated Appendix 3B for New Shares issued under the Retail Entitlement Offer lodged (if required), along with other required information (e.g. distribution schedule)	Friday, 2 September
Quotation of New Shares under the Retail Entitlement Offer	Monday, 5 September
Holding statements sent to Retail shareholders	Tuesday, 6 September

*\* This timetable is indicative only. The directors may vary these dates subject to the ASX Listing Rules. An extension of the closing date will delay the anticipated date for issue of the New Shares. The directors of Rewardle also reserve the right not to proceed with the whole or part of the Entitlement Offer any time prior to the issue of the New Shares under the Entitlement Offer. In that event, the relevant application monies (without interest) will be returned in full to applicants.*

For more information, please contact the Company Secretary on +61 8 9388 8290.

Signed for and on behalf of Rewardle Holdings Limited



**Ian Hobson**  
**Company Secretary**  
**Rewardle Holdings Limited**