



## Announcement Summary

**Entity name**

HEARTLAND GROUP HOLDINGS LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

23/8/2022

**The Proposed issue is:** An offer of securities under a securities purchase plan A placement or other type of issue**Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan**

ASX +security code	+Security description	Maximum Number of +securities to be issued
HGH	ORDINARY FULLY PAID FOREIGN EXEMPT NZX	38,888,888

**+Record date**

22/8/2022

**Offer closing date**

5/9/2022

**+Issue date**

9/9/2022

**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
HGH	ORDINARY FULLY PAID FOREIGN EXEMPT NZX	72,222,222

**Proposed +issue date**

29/8/2022

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

---

**1.1 Name of +Entity**

HEARTLAND GROUP 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**

ARBN

**Registration Number**

627849576

**1.3 ASX issuer code**

HGH

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

23/8/2022

**1.6 The Proposed issue is:**

- An offer of +securities under a +securities purchase plan
- A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

---

Part 4A - Conditions

---

**4A.1 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?**

No



Part 4B - 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**

HGH : ORDINARY FULLY PAID FOREIGN EXEMPT NZX

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

---

**ASX +security code and description**

HGH : ORDINARY FULLY PAID FOREIGN EXEMPT NZX

**Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted**

38,888,888

**Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?**

No

**Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?**

No

**Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?**

No

**Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?**

Yes

**Is the maximum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the maximum acceptance value**

\$ 50,000

**Describe all the applicable parcels available for this offer in number of securities or dollar value**

N/A

**Offer price details**



**Has the offer price been determined?**

No

**In what currency will the offer be made?**

NZD - New Zealand Dollar

**How and when will the offer price be determined?**

The lower of NZ\$1.80 and a 2.5% discount to the five day VWAP of HGH shares traded on the NZX during the five trading days up to and including the closing date.

**Oversubscription & Scale back details**

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

Yes

**Describe the scale back arrangements**

Heartland reserves the right to scale back at its absolute discretion any application for Shares under the SPP. Heartland may scale back applications having regard to the number of Heartland Shares held by the Applicant (or, in the case of an application made by a Custodian, the relevant beneficial owner(s) named in the Custodian Certificate submitted) on the Record Date and otherwise at its discretion.

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

Part 4C - Timetable

---

**4C.1 Date of announcement of +security purchase plan**

23/8/2022

**4C.2 +Record date**

22/8/2022

**4C.3 Date on which offer documents will be made available to investors**

25/8/2022

**4C.4 Offer open date**

25/8/2022

**4C.5 Offer closing date**

5/9/2022

**4C.7 +Issue date and last day for entity to announce results of +security purchase plan offer**

9/9/2022



Part 4E - Fees and expenses

---

**4E.1 Will there be a lead manager or broker to the proposed offer?**

Yes

**4E.1a Who is the lead manager/broker?**

Jarden Securities Limited

**4E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

The Lead Manager will receive a lead manager fee of 0.50% of the gross proceeds raised under the SPP.

**4E.2 Is the proposed offer to be underwritten?**

No

**4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

No

**4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Standard share registry, external advisers and NZX/ASX administrative fees.

Part 4F - Further Information

---

**4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

Proceeds will be used to repay an A\$158 million acquisition finance facility outstanding in relation to the recent acquisition of StockCo Australia, and to provide additional growth capital for Heartland's existing businesses in Australia and New Zealand.

**4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?**

No

**4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer**

All countries other than New Zealand and Australia.

**4F.3 URL on the entity's website where investors can download information about the proposed offer**

[www.heartlandshareoffer.co.nz](http://www.heartlandshareoffer.co.nz)

**4F.4 Any other information the entity wishes to provide about the proposed offer**

N/A



Part 7 - Details of proposed placement or other issue

---

Part 7A - Conditions

---

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

No

Part 7B - Issue details

---

**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?**  
 No

Details of +securities proposed to be issued

---

**ASX +security code and description**

HGH : ORDINARY FULLY PAID FOREIGN EXEMPT NZX

**Number of +securities proposed to be issued**

72,222,222

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

**In what currency is the cash consideration being paid?**

NZD - New Zealand Dollar

**What is the issue price per +security?**

NZD 1.80000

**AUD equivalent to issue price amount per +security**

1.616130

**FX rate (in format AUD 1.00 / primary currency rate):**

AUD 1.00

**FX rate (in format AUD rate/primary currency rate) Primary Currency rate**

NZD



**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

---

Part 7C - Timetable

**7C.1 Proposed +issue date**

29/8/2022

---

Part 7D - Listing Rule requirements

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No

---

Part 7E - Fees and expenses

**7E.1 Will there be a lead manager or broker to the proposed issue?**

Yes

**7E.1a Who is the lead manager/broker?**

Jarden Securities Limited

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

The Lead Manager will receive a lead manager fee of 1.00% of the gross proceeds raised under the Placement.

**7E.2 Is the proposed issue to be underwritten?**

Yes

**7E.2a Who are the underwriter(s)?**

Jarden Partners Limited

**7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?**

The Placement is fully underwritten by Jarden Partners Limited on customary terms for an offer of this nature.



**7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?**

The Underwriter will receive an underwriting fee of 1.0% of the gross proceeds underwritten under the Placement.

**7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.**

The Underwriter may terminate its obligations under the Underwriting Agreement, including by reason of events which have, or are likely to have, a material adverse effect on Heartland, its shares or the Placement or SPP. These may be as a result of events related to Heartland or as a result of external events, such as material or fundamental changes in financial, economic and political conditions in certain countries or financial markets.

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Standard share registry, external advisers and NZX/ASX administrative fees.

Part 7F - Further Information

---

**7F.01 The purpose(s) for which the entity is issuing the securities**

Proceeds will be used to repay an A\$158 million acquisition finance facility outstanding in relation to the recent acquisition of StockCo Australia, and to provide additional growth capital for Heartland's existing businesses in Australia and New Zealand.

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

N/A

**7F.3 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:**

An applicable ASIC instrument or class order