



NZX/ASX Announcement

Market Release

29 May 2025

Notice of Offer of Same Class Financial Products for Issue

1. Truscreen Group Limited (NZX/ASX: TRU) (“**TRU**” or “**Company**”) today announced that it intends to undertake a capital raising, comprising:
 - a. a placement of NZD\$1,780,230 of newly issued ordinary shares in TRU to institutional and other select investors (the “**Placement**”);
 - b. a share purchase plan of NZD\$1,220,796 of newly issued shares in TRU to TRU's eligible shareholders in New Zealand and Australia (being New Zealand and Australian resident shareholders, on the share register on the record date of Wednesday, 28 May 2025) (the “**SPP**”); and
 - c. subject to shareholder approval, each share subscribed for under the Placement and SPP will entitle the subscriber to a 1:1 attaching option to acquire a further share in TRU at the same issue price as the initial share purchase (with an exercise period of 12 months from the date of issue of the initial share) (the “**Options**”),

(the “**Offer**”).
2. The Placement opens today, 29 May 2025. The SPP will open on or around 3 June 2025.
3. The Offer is being made in New Zealand in reliance upon the exclusions in clauses 19(1) and 19(1A) of schedule 1 to the Financial Markets Conduct Act 2013 (“**Act**”). This notice is provided under subclause 20(1)(a) of schedule 8 to the Financial Markets Conduct Regulations 2014 (“**Regulations**”).
4. TRU advises that, as at the date of this Cleansing Notice:
 - a. TRU is in compliance with the continuous disclosure obligations that apply to it in relation to TRU's quoted financial products;
 - b. TRU is in compliance with its “financial reporting obligations” (within the meaning set out in clause 20(5) of Schedule 8 of the Regulations); and
 - c. there is no information that is “excluded information” (within the meaning set out in clause 20(5) of Schedule 8 of the Regulations).
5. The Offer is not expected to have any material effect or consequences on the control of TRU within the meaning set out in clause 48 of Schedule 1 of the Act.
6. The Offer is being made in Australia:
 - a. in respect of the Placement, in reliance upon the exemptions relating to “sophisticated



investors” and “professional investors” under section 708 of the *Corporations Act 2001* (Cth) (“**Corporations Act**”);

- b. in respect of the SPP, in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (as notionally modified by ASIC Instrument 25-0323); and
- c. in respect of the Options, pursuant to a ‘transaction specific’ prospectus under section 713 (as notionally modified by ASIC Instrument 25-0323) of the Corporations Act.

7. TRU advises that:

- a. TRU will issue shares under the Offer without disclosure to investors under Part 6D.2 of the Corporations Act;
- b. this Cleansing Notice is being given under section 708(12J) of the Corporations Act (as notionally inserted by ASIC Instrument 23-0122); and
- c. as at the date of this Cleansing Notice, TRU has complied with its obligations under Rule 1.15.2 of the ASX Listing Rules.

On behalf of the Board,

Guy Robertson
Chief Financial Officer
Truscreen Group Limited