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# TasFOODS LTD

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**26 August 2020**

## **TasFoods Ltd (ASX: TFL) – Completion of Placement and Accelerated Entitlement Offer**

TasFoods Ltd (**ASX: TFL**) (**Company**) is pleased to announce the successful completion of the share placement (**Placement**) and accelerated component (**Accelerated Entitlement Offer**) of its previously announced placement and partially underwritten 3 for 20 pro rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) at \$0.085 per share.

### **Placement and Accelerated Entitlement Offer**

The Company has received binding commitments from existing shareholders, CVC Limited and entities associated with Jan Cameron, who were determined eligible to participate in the Accelerated Entitlement Offer, to take up their full pro-rata entitlements under the Accelerated Entitlement Offer and acquire approximately 13.1 million fully paid ordinary shares in the Company to raise approximately \$1.1 million.

\$255,000 of the shortfall arising under the Accelerated Entitlement Offer (arising from rights not taken up by another eligible accelerated shareholder who elected not to participate) (3 million shares) will be placed to Elsie Cameron Foundation Pty Limited ATF Elsie Cameron Foundation (**Underwriter**) pursuant to the underwriting arrangements disclosed in the Company's announcement and investor presentation released on 25 August 2020.<sup>1</sup>

In addition to taking up its rights under the Accelerated Entitlement Offer, the Company has also received binding commitment from CVC Limited to acquire approximately 7.6 million shares in the placement, to raise a further \$650,000.

Assuming receipt of the applicable subscription funds, a total of approximately 23.7 million new shares will be issued by the Company on 31 August 2020 in connection with the Placement and Accelerated Entitlement Offer, raising approximately \$2 million.

The Company's shares will recommence normal trading on an ex-entitlement basis from the opening of the market today.

### **Retail Entitlement Offer**

The Retail component of the Entitlement Offer (**Retail Entitlement Offer**) will open on Tuesday, 1 September 2020 and close at 5.00pm (AEST) on Friday, 25 September 2020, with the potential to raise up to a further \$1.9 million.

Eligible Retail Shareholders<sup>2</sup> will be able to participate in the Retail Entitlement Offer by subscribing for 3 new ordinary shares in the Company for every 20 existing shares held at 7.00pm (AEST) on Thursday, 27 August 2020 (**Record Date**) at \$0.085 per share (being the same offer price and offer ratio as the Accelerated Entitlement Offer).

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<sup>1</sup> As disclosed in the 25 August 2020 announcement, the Underwriter has agreed to partially underwrite the Entitlement Offer to the value of \$680,000 and the underwriting obligations are capped at an amount that would give Jan Cameron (and her associated entities) voting power in TasFoods of no more than a 19.99% following completion of the Equity Raising.

<sup>2</sup> Being remaining eligible institutional, professional or sophisticated shareholders (who were not determined to be eligible to participate in the Accelerated Entitlement Offer) and all other eligible retail shareholders, each with a registered address in Australia and New Zealand.

Eligible Retail Shareholders who take up their full entitlement will also have the opportunity to apply for additional shares in excess of their entitlement under a top up facility. The number of shares available under the top up facility will not exceed the shortfall from the Retail Entitlement Offer.<sup>3</sup> There is no guarantee that applicants under the top up facility will receive all or any of the shares they apply for under the top up facility, and the Company reserves the right to scale back applications under the top up facility in its discretion.

Further details of the Retail Entitlement Offer were set out in the Company's announcement on 25 August 2020 and the terms and conditions will be fully set out in the information booklet (**Retail Entitlement Offer Booklet**) expected to be dispatched to Eligible Retail Shareholders on 1 September 2020. A copy of the Retail Entitlement Offer Booklet will also be lodged with ASX. Those shareholders who the Company determines to be ineligible shareholders will also be notified by the Company.

Eligible Retail Shareholders should carefully read the Retail Entitlement Offer Booklet and accompanying personalised entitlement and acceptance form.

Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable. Shareholders who do not take up their Entitlements (including ineligible shareholders) will not receive any value in respect of those Entitlements that they do not take up.

Shortfall shares remaining after the close of the Entitlement Offer (and completion of the top up facility) will be issued to the Underwriter pursuant to the underwriting arrangements (subject to the stated underwriting cap). As the Entitlement Offer is only partially underwritten, the Directors reserve the right, subject to the requirements of the Listing Rules and the Corporations Act, to place any shortfall shares remaining after the close of the Entitlement Offer (and completion of the top up facility) and which are not taken up by the Underwriter, to other existing or new shareholders at their discretion within three months after the closing date of the Retail Entitlement Offer at a price not less than the Offer Price under the Entitlement Offer.

### Use of proceeds

The proceeds of the Entitlement Offer will be applied to support the implementation of the Company's new strategic direction following completion of the Strategic Health Check review commenced by KPMG in August 2020, including funding investment in equipment and infrastructure to support growth and new products, market support for new product launches, paying down the Company's overdraft facility and general working capital support.

This announcement has been authorised for release to ASX by the Company's Chairman of the Board of Directors.

*For further information, please contact Janelle O'Reilly, Company Secretary, on +61 3 6331 6983 between 8:00am to 5:00pm (Tasmania time) Monday to Friday during the offer period. Alternatively, consult your professional adviser.*

*The dates stated in this announcement are indicative only and subject to change.*

### Important information

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer would be illegal. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933 (the 'US Securities Act'), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States, unless the securities have been registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available.

This document may not be distributed or released in the United States.

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<sup>3</sup> The Retail Entitlement Offer shortfall will be comprised of those entitlements not taken up by other Eligible Retail Shareholders or those that would have otherwise been offered to ineligible shareholders had they been eligible to participate.

