



Announcement Summary

Entity name

PROBIOTEC LIMITED

Announcement Type

New announcement

Date of this announcement

Tuesday November 10, 2020

The Proposed issue is:

☒ A placement or other type of issue

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
PBP	ORDINARY FULLY PAID	11,216,830

Proposed +issue date

Thursday December 31, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

PROBIOTEC 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.

1.2 Registered Number Type

ABN

Registration Number

91075170151

1.3 ASX issuer code

PBP

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

Tuesday November 10, 2020

1.6 The Proposed issue is:

☒ A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ 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

PBP : ORDINARY FULLY PAID

Number of +securities proposed to be issued

11,216,830

Offer price details

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

☒ No

Please describe the consideration being provided for the +securities

PBP is proposing to issue: (1) approximately 3,975,000 fully paid ordinary shares in PBP as the up front consideration (Upfront Consideration Shares) at completion of the acquisition of all of the shares in Multipack-LJM Pty Ltd and LJM Marketing Services Pty Ltd (Multipack-LJM Acquisition); (2) up to a maximum of approximately 7,241,830 fully paid ordinary shares (in aggregate) in PBP issued as the deferred consideration, subject to the achievement of particular milestones and provided that PBP elects to do so (Deferred Consideration Shares), in connection with the Multipack-LJM Acquisition.



Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

20,083,250.000000

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

Thursday December 31, 2020

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Up to a maximum of approximately 3,975,000 Deferred Consideration Shares with:

- 50% (1,987,500) released from escrow 1 year after completion of the Multipack-LJM Acquisition
- 50% (1,987,500) released from escrow 2 years after completion of the Multipack-LJM Acquisition

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ No

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?

☒ Yes

7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

Approximately 3,975,000 shares with:

- 50% (1,987,500 shares) released from escrow 1 year after completion of the announced acquisition of Multipack-LJM
- 50% (1,987,500 shares) released from escrow 2 years after completion of the announced acquisition of Multipack-LJM



Part 7E - Fees and expenses

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

☒ No

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

☒ No

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

Part 7F - Further Information

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

Issued as part of consideration for the Multipack-LJM Acquisition

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

(1) Approximately 3,975,000 shares to be issued at completion as Upfront Consideration Shares. (2) Up to a maximum of approximately 7,241,830 shares (in aggregate) to be issued as Deferred Consideration Shares, subject to the achievement of earnings hurdles during the 1-year and 2-year periods following completion of the Multipack-LJM Acquisition, and provided that PBP elects to do so.