



## Announcement Summary

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**Entity name**

WISR LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Tuesday June 1, 2021

**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
WZR	ORDINARY FULLY PAID	20,000,000

**+Record date**

Monday May 31, 2021

**Offer closing date**

Monday June 21, 2021

**+Issue date**

Tuesday June 29, 2021

**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
WZR	ORDINARY FULLY PAID	200,000,000

**Proposed +issue date**

Monday June 7, 2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

WISR 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**

ACN

**Registration Number**

004661205

**1.3 ASX issuer code**

WZR

**1.4 The announcement is**

☒ New announcement

**1.5 Date of this announcement**

Tuesday June 1, 2021

**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

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##### Part 4A - Conditions

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**4A.1 - Are any of the following approvals required for the offer of +securities under the +securities purchase plan issue to be unconditional?**

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

☒ No

##### Part 4B - Offer details

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**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**

WZR : ORDINARY FULLY PAID

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

☒ No

##### Details of +securities proposed to be issued

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**ASX +security code and description**

WZR : ORDINARY FULLY PAID

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

20,000,000

**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)?**

☒ Yes

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

☒ Dollar based (\$)

**Please enter the minimum acceptance value**

\$ 2,000

**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**

\$ 30,000

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

Parcels of \$2,000, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 and \$30,000.

#### Offer price details

**Has the offer price been determined?**

☒ Yes

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

AUD - Australian Dollar

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

AUD 0.25000

#### Oversubscription & Scale back details

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

☒ Yes

**Describe the scale back arrangements**

A scale back may be undertaken at the Company's sole discretion, to the extent and in a manner it sees fit.

If a scale back produces a fractional number of new shares applied to the parcel, the number of new shares that the applicant will be issued will be rounded down to the nearest whole number of new shares.

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

☒ Yes



#### Part 4C - Timetable

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

Tuesday June 1, 2021

**4C.2 +Record date**

Monday May 31, 2021

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

Monday June 7, 2021

**4C.4 Offer open date**

Monday June 7, 2021

**4C.5 Offer closing date**

Monday June 21, 2021

**4C.6 Announcement of results**

Thursday June 24, 2021

**4C.7 +Issue date**

Tuesday June 29, 2021

#### Part 4D - Listing Rule requirements

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**4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?**

☒ No

**4D.1a 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

**4D.1a ( 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?**

20,000,000

**4D.1b 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

#### Part 4E - Fees and expenses

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

☒ No



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**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**

The registry and legal fees usual to a transaction of this nature.

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Part 4F - Further Information

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

To accelerate the pace of loan book growth toward Wisr's medium term target of a \$1b loan book; invest in its technology stack to provide enhanced features; and expand its total achievable market by exploring new markets and growth opportunities.

**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 except Australia and New Zealand

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

<https://www.wisr.com.au/shareholders>

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



## Part 7 - Details of proposed placement or other issue

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### Part 7A - Conditions

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#### 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

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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

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#### ASX +security code and description

WZR : ORDINARY FULLY PAID

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

200,000,000

#### 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?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.25000

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

☒ Yes



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Part 7C - Timetable

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

Monday June 7, 2021

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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?**

90,500,000

**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)?**

☒ Yes

**7D.1c ( i ) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?**

109,500,000

**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?**

☒ No

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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?**

Goldman Sachs Australia Pty Ltd (GS)





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

Wizr has agreed to pay GS an underwriting fee equal to:

- (a) in respect of subscription monies up to and including \$60 million, \$3,000,000; and
- (b) in respect of any subscription monies greater than \$60 million, 5% of the amount of the subscription monies greater than \$60 million.

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

☒ Yes

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

Goldman Sachs Australia Pty Limited (GS)

**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 Goldman Sachs Pty Limited

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

Wizr has agreed to pay GS an underwriting fee equal to:

- (a) in respect of subscription monies up to and including \$60 million, \$3,000,000; and
- (b) in respect of any subscription monies greater than \$60 million, 5% of the amount of the subscription monies greater than \$60 million.

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

Please refer to the summary of the Placement Agreement in Appendix A of the investor presentation lodged with ASX on 1 June 2021.

**7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?**

☒ No

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

Registry, advisor and legal fees usual to a transaction of this nature.

Part 7F - Further Information

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

To accelerate the pace of loan book growth toward Wizr's medium term target of a \$1b loan book; invest in its technology stack to provide enhanced features; and expand its total achievable market by exploring new markets and growth opportunities.

**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**