

ASX Announcement
24 March 2021

Small Shareholding Sale Facility

Auctus Investment Group Limited (ASX: AVC, **the Company** or **Auctus**) announces that it has established a small shareholding sale facility (**Sale Facility**) for shareholders whose holding of fully paid ordinary shares in the Company (**Shares**) has a market value of less than A\$500 (being less than a marketable parcel as defined in the ASX Listing Rules) and whose registered address is in Australia. The Sale Facility will allow those shareholders who hold less than A\$500 of Shares to sell their Shares cost effectively without incurring brokerage or other transaction costs, while also assisting the Company to reduce the costs associated with servicing smaller shareholdings.

The Company has established the Sale Facility for the following reasons:

- To give holders of a small parcel of Shares (less than A\$500 total) the opportunity to sell their shareholding without incurring brokerage or handling costs which, in proportion to the value of their investment, may otherwise render a transaction of this size unattractive or uneconomic.
- To reduce the expense and administration involved in maintaining shareholders with small shareholdings. Based on the Company's Share price on 23 March 2021 (**Record Date**) (A\$0.97), the Company has approximately 670 shareholders of which approximately 40% hold less than A\$500 in Shares, which is not a marketable parcel as defined in the ASX Listing Rules.

The Company will bear all costs associated with the Sale Facility.

Sale Facility

Shareholders who at 7.00pm (Melbourne time) on the Record Date held Shares with a market value less than A\$500 (that is a parcel of 515 Shares based on a closing Share price of A\$0.97 on the Record Date) will receive a letter from the Company, in the form attached to this announcement, together with a Share Retention Form. The letter to be sent to shareholders who hold less than a marketable parcel explains that, unless those shareholders notify the Company that they wish to retain their Shares by submitting a completed Share Retention Form, or they hold more than 515 Shares on the Sale Facility closing date (being Monday 10 May 2021, which is the date that is 6 weeks from the date on which the letter in the form attached to this announcement is deemed served), those Shares will be sold, and the proceeds remitted to them free from brokerage and handling fees. Auctus will either pay funds from the sale to nominated bank accounts or via cheque, as applicable. Any tax consequences from the sale will be the respective shareholder's responsibility.

Those shareholders who hold less than a marketable parcel and want to retain their Shares must return a completed Share Retention Form or make their own arrangements so that they hold more than 515 Shares (based on the closing Share price on the Record Date of A\$0.97) before the Sale Facility closing date.

Otherwise their Shares will be sold.

The price at which Shares will be sold under the Sale Facility will be the 5 day Volume Weighted Average Price of Auctus shares prior to and including the Sale Facility closing date. The Company has negotiated with an unrelated third party to purchase all Shares the subject of the Sale Facility.

Key Dates

Below are the Key Dates for the Sale Facility:

| | |
|---|--|
| Record Date | Tuesday 23 March 2021 |
| Announcement Date | Wednesday 24 March 2021 |
| Documents mailed to all shareholders who hold less than A\$500 worth of Shares on the Record Date | Friday 26 March 2021 |
| Services of documents deemed under constitution | Monday 29 March 2021 |
| Sale Facility Opening Date | Monday 29 March 2021 |
| Sale Facility Closing Date (last day for return of the Share Retention Form) | Monday 10 May 2021 |
| Payment of proceeds to participating shareholders under the Sale Facility | No later than 60 days after the Closing Date |

Documentation in the form attached to this announcement in relation to the Sale Facility will shortly be sent to all shareholders with a registered address in Australia who held less than A\$500 worth of Shares (being less than a marketable parcel under the ASX Listing Rules) on the Record Date.

If shareholders have any questions in relation to the Sale Facility, please contact the Company Secretary on +61 3 8630 3321.

About Auctus

Auctus Investment Group Limited ('Auctus') is an ASX listed global investment manager with in-excess of A\$320M Assets Under Management (AUM), focusing on opportunities across private equity, infrastructure and private real estate. Our core investment thesis is investing in sectors with strong tailwinds and potential to scale. Auctus provides access to these private market investments for wholesale, Family Office and sophisticated investors.

This announcement has been authorised for release by the Board of AVC.

For shareholder enquiries please contact:

Justin Mouchacca
Company Secretary

enquiries@auctusinvest.com

26 March 2021

Dear Shareholder

Small Shareholding Sale Facility

As you may be aware, Auctus Investment Group Limited (ASX: AVC, **the Company** or **Auctus**) has announced that it proposes to implement a procedure to sell holdings of fully paid ordinary Auctus shares that are valued at less than \$500 in aggregate (**Small Parcel Holding**) based on the Company's Share price on 23 March 2021 (**Record Date**).

The Company has a large percentage (approximately 40%) of shareholders holding less than a marketable parcel under the ASX Listing Rules. While the Company values each of its shareholders, through the sale of Small Parcel Holdings the Company will significantly reduce its administration and share registry costs.

The price at which Small Parcel Holdings will be sold is the 5 day Volume Weighted Average Price of Auctus shares (**VWAP**) prior to and including the closing date of 10 May 2021.

The Company has announced a Record Date of 7:00pm AEDT on 23 March 2021 to determine those shareholders who hold a Small Parcel Holding. As a shareholder who holds a Small Parcel Holding as at the Record Date, you are eligible to have your shares sold by the Company under the procedure described in this letter. The advantage in the Company selling your shares as described in this letter is that the Company will bear all transaction costs, including brokerage, associated with the sale of your shares.

You have six (6) weeks from the date of this notice to elect to retain your shares by completing and returning the enclosed Retention Form. (**Form**) Please be aware that you are not obliged to sell your shares the choice is entirely up to you.

If you **DO NOT** wish your shares to be sold, please complete and return the enclosed Form to the address noted on this Form, so that it is received by the registry by no later than Monday 10 May 2021. If you **DO NOT** return the completed Form by this date your shares will be sold on your behalf.

The Company has negotiated with an unrelated third party to purchase all Shares the subject of the Sale Facility with the purchase price being the 5 day VWAP prior to and including the closing date of 10 May 2021.

If you wish to sell your shares, you do not need to take any further action. If your shares are sold Auctus will advise you once funds from the sale have been received and request instructions in respect of how the funds are to be dealt with, as applicable.

By not taking any action by Monday 10 May 2021, you acknowledge and accept that:

- you have irrevocably appointed the Company as your agent to sell your Small Parcel Holding and to deal with the proceeds of the sale of the shares in accordance with the process outlined in this letter; and
- if your shares are in a CHESS Holding as at Monday 10 May 2021, the Company may move those shares to an Issuer Sponsored Holding or a certified holding without further notice.

The proceeds of any sale of your Small Parcel Holding will be paid to you within 60 days after the Closing Date. Any shareholder who would like to check and update their bank account details to receive the proceeds from the sale of the Small Parcel Holding can do so through the share registry website at the following link: www.computershare.com.au/easyupdate/avc

If bank account details are not updated by Monday 10 May 2021, the Company will mail the proceeds out to holders of Small Parcel Holdings who shares are sold via a cheque payment.

THIS IS AN IMPORTANT DOCUMENT. IF YOU ARE IN ANY DOUBT AS TO HOW TO DEAL WITH IT THEN YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL OR OTHER PROFESSIONAL ADVISER.

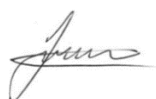
Key Dates

Below are the Key Dates for the sale of Small Parcel Holdings:

| | |
|---|--|
| Record Date | Tuesday 23 March 2021 |
| Announcement Date | Wednesday 24 March 2021 |
| Documents mailed to all shareholders who hold less than A\$500 worth of Shares on the Record Date | Friday 26 March 2021 |
| Services of documents deemed under constitution | Monday 29 March 2021 |
| Sale Facility Opening Date | Monday 29 March 2021 |
| Sale Facility Closing Date (last day for return of the Share Retention Form) | Monday 10 May 2021 |
| Payment of proceeds to participating shareholders under the Sale Facility | No later than 60 days after the Closing Date |

If shareholders have any questions in relation to the sale of Small Parcel Holdings please contact the Company Secretary on +61 3 8630 3321.


Yours Sincerely



Justin Mouchacca
Company Secretary

AVC
MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

**Return your Form to the Company's
share registry:**


 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia

For all enquiries:

 **Phone:**
Auctus Investment Group Limited
+61 3 8630 3321

 **Web:**
enquiries@auctusinvest.com

Share Retention Form

 **If you wish to retain your shares, your form must be received by 5:00pm (AEST) on Monday, 10 May 2021**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: Shareholding Details

Use this form if you wish to retain your shares in Auctus Investment Group Limited. If you have recently bought or sold shares your shareholding may differ from that shown. If you have already sold all your shares in Auctus Investment Group Limited, do not complete or return this form. If you have more than one shareholding on Auctus Investment Group Limited's register and you do not wish to sell your shares under the Small Shareholding Sale Facility, you should consider consolidating them. For further advice on how to do this, contact Computershare Investor Services Pty Limited (CIS) on the number above.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored shareholding, please contact your Controlling Participant to notify a change of address.

Step 2: Signing Instructions

Individual: Where the shareholding is in one name, the shareholder must sign.

Joint Shareholding: Where the shareholding is in more than one name, all of the shareholders must sign.

Power of Attorney: Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the shareholding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

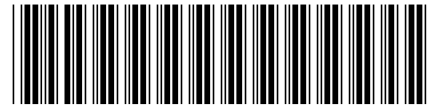
Overseas Companies: Where the shareholding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: Where the shareholding is in the name of a deceased estate, all executors must sign; and a certified copy or original, of the required documentation must accompany this form. Details of the documentation required can be found by searching "deceased estates" on our website www.computershare.com or by calling Computershare Investor Services Pty Limited on 1300 850 505 or +61 3 9415 4000. If the shareholding is in more than one name the surviving shareholder may sign the form and return it together with a certified copy of the death certificate of the other joint shareholder.

Step 3: Contact Details

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form ➔



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Share Retention Form

STEP 1**Shareholding Details**

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001



Change of address. If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

Shares held as at 7.00pm (AEDT)
Tuesday, 23 March 2021:

For your security keep your SRN/
HIN confidential.

STEP 2**Signature of Shareholder(s)**

This section must be completed.

By signing and returning this form, in accordance with the requirements set out in 'Step 2: Signing Instructions' overleaf, I/we confirm that I/we understand that my/our **SHARES WILL NOT BE SOLD** under the Small Shareholding Sale Facility.

Individual or Shareholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Shareholder 2

Director

Shareholder 3

Director/Company Secretary
(cross out titles as applicable)

STEP 3**Contact Details**

Contact
Name

Contact
Daytime
Telephone

Date / /

Email
Address

Please ensure you return your completed form to the address overleaf, or alternatively, email a copy of your completed form to corpactprocessing@computershare.com.au. Please ensure only one form is attached per e-mail and please do not use this e-mail address for any other purpose.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.