



Announcement Summary

Entity name

MA FINANCIAL GROUP LIMITED

Announcement Type

New announcement

Date of this announcement

22/5/2025

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
MAF	ORDINARY FULLY PAID	13,980,398

Proposed +issue date

1/7/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

MA FINANCIAL GROUP 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.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ACN

Registration Number

142008428

1.3 ASX issuer code

MAF

1.4 The announcement is

New announcement

1.5 Date of this announcement

22/5/2025

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 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	1/7/2025	Estimated	No

Comments

The above date is the estimated date of Completion under the share sale agreement (SSA). An estimated 11,428,572 shares in upfront consideration will be granted upon Completion under the SSA and 741,072 in deferred consideration in 12 months (see MA announcement of 22 May 2025). The remaining issuances of shares will be conditional on the satisfaction of earn out milestones over a period of up to 4 years following Completion.

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

MAF : ORDINARY FULLY PAID

Number of +securities proposed to be issued

13,980,398

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

In consideration for the acquisition of 100% of the issued share capital of IP Generation Holdings Pty Ltd and IP Generation Pty Ltd

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

85,187,508.000000

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

1/7/2025

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?

13,980,398

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

Up to 13,980,398 fully paid ordinary shares will be subject to voluntary escrow, generally on a long-term basis of up to 5 years from the date of issue. The escrow period for 21% of the fixed consideration shares (as set out in MA announcement of 22 May 2025) is short-term, being 90 days from the date of Completion occurring. Under the terms of the transaction, there is potential for a partial acceleration of vesting of shares subject to meeting future performance milestones or other limited circumstances.

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

Customary legal fees in connection with purchase of IP Generation

Part 7F - Further Information

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

Scrip consideration component for acquisition of IP Generation

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

Some of the proposed securities to be issued are based on a formula linked to a future 5-day VWAP. For the purpose of this Appendix 3B, those securities have been calculated based on the 5-day VWAP for the 5 trading days immediately prior to the date of this Appendix 3B.

The number of securities issued may vary from the proposed number of securities stated in this Appendix 3B. The consideration amount set out in section 7B.3e relates to the fixed consideration as set out by the calculation in MA's announcement of 22 May 2025. Additional earnout consideration contingent on future performance milestones may be payable. The figure in section 7B.2 contemplates full achievement of future performance milestones.

7F.3 Any on-sale of the securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)