

## Finder Energy Holdings Limited

### Notice Under Section 708aa(2)(F) Of The Corporations Act

This notice is given by Finder Energy Holdings Limited (ASX: FDR) (**Finder**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**), as modified by applicable legislative instruments including *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73* and *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* (**ASIC Instruments**).

Where applicable, references in this notice to sections of the Corporations Act are to those sections as modified by the ASIC Instruments.

Finder has today announced (**Launch Announcement**) that it is undertaking a pro-rata non-renounceable entitlement offer (**Entitlement Offer**) of 1 new fully paid ordinary share (**New Shares**) for every 1.26 fully paid ordinary shares in Finder to all persons who:

- (a) are registered as a holder of Shares as at 5.00pm (AWST) on Tuesday, 13 August 2024;
- (b) have a registered address in Australia, New Zealand, Hong Kong or Alberta, Canada as noted on Finder's register or are persons that Finder has otherwise determined in its discretion are eligible shareholders;
- (c) are not located in the United States and are not acting for the account or benefit of a person in the United States (to the extent that such Finder shareholders hold shares for the account or benefit of a person in the United States); and
- (d) are eligible under all applicable securities laws to receive an offer of New Shares under the Entitlement Offer,

(each an **Eligible Shareholder**).

Terms not otherwise defined in this notice have the meaning given in the Launch Announcement.

In respect of the Entitlement Offer, Finder confirms that:

- (a) Finder will offer the New Shares without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under paragraph 2(f) of section 708AA of the Corporations Act;
- (c) as at the date of this notice, Finder has complied with:
  - (i) the provisions of Chapter 2M of the Corporations Act as they apply to Finder; and
  - (ii) sections 674 and 674A of the Corporations Act;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act that is required to be set out in this notice under section 708AA(7)(d) of the Corporations Act; and

- (e) the potential effect of the issue of New Shares under the Entitlement Offer on the control of Finder, and the consequences of that effect, will ultimately depend on a number of factors, including the extent to which Eligible Shareholders participate in the Entitlement Offer and broader investor demand. However, given the structure of the Entitlement Offer, Finder does not expect the issue of New Shares under the Entitlement Offer will have a material effect on the control of Finder. The potential effect on control and consequences are summarised below:

- (i) Based on substantial shareholder notices that have been given to Finder and lodged with ASX, Finder has one substantial Shareholder. The relevant interest and voting power of that substantial Shareholder as at the date of this notice, together with its Entitlement under the Entitlement Offer, are set out below.

Substantial Shareholder	Shares	Voting Power <sup>1</sup>	Entitlement
Longreach <sup>2</sup>	84,100,000	53.40%	66,746,032

*1 Based on 157,500,000 Shares on issue as at the date of this notice and assuming no other Shares are issued or convertible securities exercised or converted prior to the Record Date.*

*2 See ASIC Form 604 lodged on 31 May 2022.*

As at the date of this notice, Longreach will be an Eligible Shareholder and has confirmed to Finder its intention to take up its Entitlement in full.

- (ii) The maximum number of New Shares to be issued under the Entitlement Offer is 125,000,000 (subject to rounding) which will constitute approximately 44.25% of the Shares on issue following completion of the Entitlement Offer (assuming the Entitlement Offer is fully subscribed and no other Shares are issued or convertible securities exercised or converted prior to the Record Date).
- (iii) As a result of the Entitlement Offer, Finder's existing substantial Shareholder is expected to increase its voting power in Finder from a starting point that is above 20% and below 90%. This increase will fall within the exception pursuant to item 10 of section 611 of the Corporations Act subject to there being no shareholders that are not Eligible Shareholders (**Ineligible Shareholders**) at the Record Date or, if applicable, approval by ASIC of the appointment of Euroz Hartleys Limited as Finder's nominee to sell the New Shares that might have otherwise been issued to Ineligible Shareholders (**Nominee**) pursuant to section 615 of the Corporations Act.
- (iv) If all Eligible Shareholders take up all of their Entitlements under the Entitlement Offer, then the Entitlement Offer will have no effect on the control of Finder.
- (v) If some Eligible Shareholders do not take up their Entitlements under the Entitlement Offer, the interests of those Eligible Shareholders will be diluted.
- (vi) Eligible Shareholders that apply for Additional New Shares under the Top-Up Facility may increase their interests beyond their Entitlement. This could result in the dilution of holdings of those Eligible Shareholders who did not accept their Entitlements in full.
- (vii) The proportional interests of Ineligible Shareholders will be diluted because they are not entitled to participate in the Entitlement Offer.

- (viii) The application for Shortfall Facility Shares under the Shortfall Facility by Eligible Institutional Investors could result in the dilution of holdings of Shareholders notwithstanding whether they accept their Entitlements in full and apply for Additional New Shares under the Top-Up Facility.
- (ix) The following table illustrates the substantial Shareholder's maximum potential relevant interest and voting power in Finder under various scenarios where the Entitlement Offer is either fully subscribed, 75% subscribed, 50% subscribed, 25% subscribed or 0% subscribed by other Eligible Shareholders.

Participation by other Eligible Shareholders	Voting Power of substantial Shareholder (Longreach) <sup>1</sup>
100%	53.40%
75%	56.30%
50%	59.54%
25%	63.17%
0%	67.27%

*1 Longreach is expected to increase its voting power in Finder from a starting point that is above 20% and below 90% as a result of the Entitlement Offer. This increase will fall within the exception pursuant to item 10 of section 611 of the Corporations Act subject to there being no Ineligible Shareholders at the Record Date or, if applicable, ASIC's approval of the appointment of the Nominee.*

- (x) Given the Entitlement Offer ratio, the Entitlement Offer will be highly dilutionary to Eligible Shareholders who do not take up their Entitlements. Existing interests of Shareholders will be diluted by approximately 44.25% (assuming the Entitlement Offer is fully subscribed).
- (xi) If the Entitlement Offer is significantly undersubscribed by Eligible Shareholders, with the result that there is a large number of Shortfall Facility Shares, the Company intends to mitigate the potential effect on control by ensuring that its allocation policy under the Shortfall Facility facilitates allotment of Shortfall Facility Shares to a spread of investors. In addition, Longreach will not participate in the Top-Up Facility or Shortfall Facility.

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