



Announcement Summary

Entity name

COSTA GROUP HOLDINGS LIMITED

Date of this announcement

Wednesday July 27, 2022

The +securities the subject of this notification are:

☒ +Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

Total number of +securities to be issued/transferred

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
New class - code to be confirmed	Options to acquire ordinary shares	1,373,751	21/07/2022

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

COSTA GROUP HOLDINGS LIMITED

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type

ABN

Registration number

68151363129

1.3 ASX issuer code

CGC

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

27/7/2022



Part 2 - Issue details

2.1 The +securities the subject of this notification are:

☒ +Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

☒ does not have an existing ASX security code ("new class")



Part 3C - number and type of +securities the subject of this notification (new class) where issue has not previously been notified to ASX in an Appendix 3B

ASX +security code

New class - code to be confirmed

+Security description

Options to acquire ordinary shares

+Security type

Options

ISIN code**Date the +securities the subject of this notification were issued**

21/7/2022

Will all the +securities issued in this class rank equally in all respects from their issue date?☒ Yes**Were any of the +securities issued to +key management personnel (KMP) or an +associate?**☒ Yes**Provide details of the KMP or +associates being issued +securities.****Name of KMP****Name of registered holder****Number of +securities**

Sean Hallahan

Sean Hallahan

340,955

Wayne Johnston

Wayne Johnston

198,315

Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?☒ Yes**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.**<https://www.asx.com.au/asxpdf/20220422/pdf/4586x56h0jgkc4.pdf>

Options Details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 2.96000000

Expiry date

1/3/2027

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

Other

Description

CGC: Ordinary fully paid shares



Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

- Performance period: CY22 - CY24.
- Exercise price: \$2.96.
- Vesting hurdles: 75% subject to EPS hurdle; 25% subject to strategic growth hurdle.
- EPS hurdle: EPS compound annual growth rate over the performance period against thresholds previously set by the Board. Vesting on a sliding scale if minimum EPS threshold met. The Board retains discretion to adjust the EPS calculation, eg. to exclude impact of significant events during the performance period. EPS will be measured using NPAT-S.
- Growth hurdle: Based on Board assessment of diversification and growth designed to support sustainable long term value creation.
- Exercise: If the exercise price is paid, one share is issued per exercised option. If exercised on a cashless basis, a lower number of shares is issued, based on a set formula reflecting the amount by which the market share price exceeds the exercise price at the time of exercise.
- Conditions: Vesting is subject to service conditions and Board retains clawback rights.

Any other information the entity wishes to provide about the +securities the subject of this notification

Issue details

Number of +securities

1,373,751

Part 4 - +Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:
(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)

4.1 Quoted +Securities (Total number of each +class of +securities quoted)

ASX +security code and description	Total number of +securities on issue
CGC : ORDINARY FULLY PAID	464,546,466

4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
CGCAA : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	269,046
CGCAC : OPTION EXPIRING 01-MAR-2025 EX \$2.39	1,287,648
CGCAF : PERFORMANCE RIGHTS	163,327
CGCAE : OPTION EXPIRING 01-MAR-2026 EX \$3.95	1,195,739
New class - code to be confirmed : Options to acquire ordinary shares	1,373,751



Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

☒ No

5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

☒ No

5.2b Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

5.2b.1 How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

1,032,796 options were issued using the entity's placement capacity under listing rule 7.1. 340,955 options were issued to Mr. Hallahan with Shareholder approval that was obtained at the AGM held in May 2022.

5.2c Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No