

BLACKWELL GLOBAL HOLDINGS LIMITED

Po Box 105 745

Auckland 1143

23 June 2021

NZX Limited
WELLINGTON

Secured Bonds – Prospective capitalisation of Bonds, and partial repayment of Bonds

On 4 July 2017, Blackwell Global Holdings Limited (*BGI*) and its major shareholder Blackwell Global Group Limited (*BGGL*) entered into a Secured Bonds Subscription Agreement and a Convertible Note Subscription Agreement (the *Agreements*) under which BGI agreed to issue to BGGL (and BGGL agreed to subscribe for) Bonds having an aggregate principal amount of NZD\$6,000,000.

There are currently \$2.5 million of Bonds that remain outstanding.

The independent directors of BGI have agreed with BGGL that:

1. BGGL will, subject to obtaining shareholder approval, capitalise \$500,000 of the Bonds issued under the Agreements into 71,428,571 new ordinary shares in BGI, at an issue price of \$0.007 per share (the *Capitalisation*); and
2. BGI will redeem \$1,000,000 of the Bonds for cash and shall pay that sum to BGGL prior to the end of June 2021.

Following the completion of both of the above transactions there will be \$1,000,000 of Bonds that remain outstanding (to be repaid by BGI in accordance with their terms).

The proceeds of the Capitalisation will be applied towards funding the working capital requirements of BGI.

BGGL is the majority shareholder in BGI, and is therefore a “Related Party” of BGI pursuant to the NZX Listing Rules. As such, BGI needs to obtain the approval of its non-interested shareholders to the Capitalisation. In addition, an Appraisal Report is required under the NZX Listing Rules to accompany the notice of meeting of shareholders. The Capitalisation will be a “Material Transaction” pursuant to the NZX Listing Rules. Further, BGGL is an Associated Person of one of BGI’s directors, Michael Chai, therefore, shareholder approval to the Capitalisation is also required under NZX Listing Rule 4.2.1.

BGI proposes to seek shareholder approval to the proposed Capitalisation at the Annual Meeting of BGI, which is anticipated to take place in early August 2021.

ENDS

For further information contact:

Sean Joyce
Chair, Blackwell Global Holdings Limited
Email: sean@corporate-counsel.co.nz