



## Announcement Summary

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**Entity name**

SPIRIT TECHNOLOGY SOLUTIONS LTD

**Announcement Type**

New announcement

**Date of this announcement**

Wednesday March 31, 2021

**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
ST1	ORDINARY FULLY PAID	32,876,712

**Proposed +issue date**

Thursday April 8, 2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

SPIRIT TECHNOLOGY SOLUTIONS LTD

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.

**1.2 Registered Number Type**

ABN

**Registration Number**

73089224402

**1.3 ASX issuer code**

ST1

**1.4 The announcement is**

☒ New announcement

**1.5 Date of this announcement**

Wednesday March 31, 2021

**1.6 The Proposed issue is:**

☒ A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

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### Part 7A - Conditions

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#### 7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ No

### Part 7B - Issue details

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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

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#### ASX +security code and description

ST1 : ORDINARY FULLY PAID

#### Number of +securities proposed to be issued

32,876,712

#### 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

The proposed issued shares will serve as part consideration for the Nexgen group Acquisition.

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

12,000,000.000000



**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

☒ Yes

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Part 7C - Timetable

**7C.1 Proposed +issue date**

Thursday April 8, 2021

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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?**

32,876,712 Fully paid ordinary shares

**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**

32,876,712 shares will be escrowed for 12 months from issue date.

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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**

Part 7F - Further Information

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

Spirit has entered into an agreement to acquire 100% of Nexgen Investment Group Pty Ltd, Business Telecom Australia Pty Ltd and Nexgen Capital Pty Ltd

**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**

Purchase Price will be composed of 70% in cash and 30% in shares for all payments as follows:

- Headline Payment comprising Completion Payment and Deferred Consideration; and
- Incentive Payment

Completion Payment:

- a. the Completion Share Component - Tranche 1 = 32,876,712 shares to be issued by 8 April 2021;
- b. the Deferred Consideration Component - Tranche 2 = 6,852,805 shares to be issued by no later than 1 September 2021.

Incentive Payment Amount Component:

- c. FY22 Milestone Incentive Consideration = 1,709,438 shares by no later than 1 September 2022
- d. FY23 Milestone Incentive Consideration = 739,726 shares to be issued by no later than 1 March 2023