



## Announcement Summary

**Entity name**

FAMILY ZONE CYBER SAFETY LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

2/5/2022

**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
New class-code to be confirmed	Convertible Notes (Kibo)	3,328
New class-code to be confirmed	Convertible Notes (W8)	4,162
New class-code to be confirmed	Deferred Consideration Rights	80,633,748
FZO	ORDINARY FULLY PAID	22,186,646

**Proposed +issue date**

10/6/2022

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**

FAMILY ZONE CYBER SAFETY 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**

ABN

**Registration Number**

33167509177

**1.3 ASX issuer code**

FZO

**1.4 The announcement is**☒ New announcement**1.5 Date of this announcement**

2/5/2022

**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 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?
+Security holder approval	3/6/2022	<input checked="" type="checkbox"/> Estimated	

#### Comments

### 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

FZO : ORDINARY FULLY PAID

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

22,186,646

##### 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 shares are being issued as part of the consideration for the acquisition of Qustodio pursuant to the Unit Purchase Agreement.

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

9,440,000.000000

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

☒ Yes

**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)?**

☒ New class

**Will the proposed issue of this +security include an offer of attaching +securities?**

☒ No

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

☒ Yes

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

☒ No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Convertible Notes (Kibo)

**+Security type**

+Convertible debt securities

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

3,328

**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 Kibo Convertible Notes are being issued in part consideration for the acquisition of Qustodio pursuant to the Unit Purchase Agreement

**Please provide an estimate of the AUD equivalent of the consideration being**

**provided for the +securities**

4,650,242.000000

**Will all the +securities issued in this class rank equally in all respects from their issue date?**☒ Yes**+Convertible debt securities details**

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**These securities are:**

Convertible

**Type of security**

Convertible note or bond

**+Security currency**

USD - US Dollar

**Face value**

USD 1,000.0000

**Interest rate type**

Fixed rate

**Frequency of coupon/interest payments per year**

Quarterly

**First interest payment date**

1/10/2022

**Interest rate per annum**

8.00000 %

**Is the interest rate per annum estimated at this time?**☒ No**s128F of the Income Tax Assessment Act status applicable to the +security**

Not s128F exempt

**Is the +security perpetual (ie. no maturity date)?**☒ No**Maturity date**

3/12/2023

**Select other features applicable to the +security**☒ Redeemable**Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?**☒ No**Details of the type of +security that will be issued if the securities are converted, transformed or exchanged**

FZO : ORDINARY FULLY PAID



**Number of +securities that will be issued if the +securities are converted, transformed or exchanged (including, if applicable, any interest)**

7,750,403 Shares

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

The full terms and conditions of the Convertible Notes will be outlined in the Notice of Meeting to approve these securities

**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)?**

☒ New class

**Will the proposed issue of this +security include an offer of attaching +securities?**

☒ No

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

☒ Yes

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

☒ No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Convertible Notes (W8)

**+Security type**

+Convertible debt securities

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

4,162

**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 W8 Convertible Notes are being issued in part consideration for the acquisition of Qustodio pursuant to the Unit Purchase Agreement

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

5,814,908.000000

**Will all the +securities issued in this class rank equally in all respects from**

**their issue date?**☒ Yes**+Convertible debt securities details****These securities are:**

Convertible

**Type of security**

Convertible note or bond

**+Security currency**

USD - US Dollar

**Face value**

USD 1,000.0000

**Interest rate type**

Fixed rate

**Frequency of coupon/interest payments per year**

Quarterly

**First interest payment date**

1/10/2022

**Interest rate per annum**

10.00000 %

**Is the interest rate per annum estimated at this time?**☒ No**s128F of the Income Tax Assessment Act status applicable to the +security**

Not s128F exempt

**Is the +security perpetual (ie. no maturity date)?**☒ No**Maturity date**

10/6/2024

**Select other features applicable to the +security**☒ Redeemable**Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?**☒ No**Details of the type of +security that will be issued if the securities are converted, transformed or exchanged**

FZO : ORDINARY FULLY PAID

**Number of +securities that will be issued if the +securities are converted, transformed or exchanged (including, if applicable, any interest)**

9,691,513 Shares



Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

The full terms and conditions of the Convertible Notes will be outlined in the Notice of Meeting to approve these securities

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)?

☒ New class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

☒ Yes

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

☒ No

ASX +security code

New class-code to be confirmed

+Security description

Deferred Consideration Rights

+Security type

Performance options/rights

Number of +securities proposed to be issued

80,633,748

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 Deferred Consideration Rights are being issued in part consideration for the acquisition of Qustodio pursuant to the Unit Purchase Agreement

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

34,320,000.000000

Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ Yes





## Performance options/rights details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.0000	10/6/2024

### Details of the type of +security that will be issued if the option is exercised

FZO : ORDINARY FULLY PAID

### Number of securities that will be issued if the option is exercised

80,633,748 Shares

### Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

The full terms and conditions of the Deferred Consideration Rights will be outlined in the Notice of Meeting to approve the issue of these securities.

## Part 7C - Timetable

### 7C.1 Proposed +issue date

10/6/2022

## 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?

☒ Yes

### 7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

3/6/2022

### 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?

☒ No



Part 7E - Fees and expenses

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**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

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

The Shares, Deferred Consideration Rights and Convertible Notes are being issued in part consideration for the acquisition of Qustodio pursuant to the Unit Purchase Agreement.

**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**

**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)