

ASX Code: FDV

23 May 2018

FDV launches capital raising to accelerate growth across its portfolio

- Fully underwritten 1 for 10 accelerated pro-rata non-renounceable entitlement offer to raise gross proceeds of A\$14.4m
- Proceeds from the capital raising will be used primarily by FDV to increase its ownership of existing tier 1 operating companies and accelerate their development
- Issue price of A\$0.65 per new share represents a 7.1% discount to TERP¹ and 7.8% discount to the last closing price of A\$0.705 on Tuesday 22 May 2018

Frontier Digital Ventures Limited (**FDV**) is pleased to announce that it intends to undertake a fully underwritten, 1 for 10 accelerated pro-rata non-renounceable entitlement offer of fully paid ordinary shares in FDV (**New Shares**) to raise gross proceeds of approximately A\$14.4 million (**Entitlement Offer**).

Highlights

The offer price for the Entitlement Offer will be A\$0.65 per New Share (**Offer Price**).

The Entitlement Offer price of A\$0.65 represents:

- 7.1% discount to the theoretical ex-rights price (TERP)¹
- 7.8% discount to the closing price of FDV shares on Tuesday 22 May 2018 (the last trading day before this announcement)
- 7.8% discount to 14 day VWAP since the Zameen valuation increase announcement released on 3 May 2018

Under the Entitlement Offer, eligible shareholders will be able to subscribe for 1 New Shares for every 10 existing shares held as at 7.00 pm (Melbourne time) on Monday 28 May 2018 (**Record Date**) at the Offer Price (**Entitlements**).

The Entitlement Offer is fully underwritten by Bell Potter Securities Limited and Morgans Corporate Limited (**Underwriters**).

Indicative use of funds

The Company intends to use the proceeds raised from the Entitlement Offer along with existing cash reserves to fund the following:

¹ The theoretical ex-rights price ("TERP") is the theoretical price at which FDV shares should trade at immediately after the ex-date for the Entitlement Offer. The TERP is a theoretical calculation only and the actual price at which FDV shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not equal TERP. TERP is calculated by reference to FDV's closing price of A\$0.705 on Tuesday 22 May 2018.

Proposed use of proceeds	Amount
Future funding rounds in tier 1 businesses	A\$5.8m
— Pakwheels (A\$1.8m, capital raising underway)	
— Propzy (A\$0.7m, participate above pro-rata)	
— Infocasas (A\$0.7m, anticipated mid 2018)	
— ToLet (A\$0.6m, anticipated mid 2018)	
— Future investment into tier 1 businesses (A\$2.0m)	
Option exercises to increase ownership	A\$4.6m
— Infocasas (A\$2.8m to increase interest by 19.7%)	
— Hoppler (A\$1.4m to increase interest by 19.6%)	
— Moteur (A\$0.4m to increase interest by 7.6%)	
Investment into new tier 1 businesses	A\$3.0m
Estimated costs of the offer	A\$1.0m
Total	A\$14.4m

Additional information on the Entitlement Offer

The Entitlements are non-renounceable and will not be tradeable on the ASX or otherwise transferable. Shareholders who do not take up their Entitlements will not receive any value for those Entitlements that they do not take up. Shareholders who are not eligible to receive Entitlements will not receive any value for the Entitlements they would have received had they been eligible.

It is expected that approximately 22,157,607 New Shares will be issued as part of the Entitlement Offer. New Shares issued under the Entitlement Offer will rank equally with existing shares.

The Entitlement Offer includes an institutional component (**Institutional Entitlement Offer**) and a retail component (**Retail Entitlement Offer**).

Vesparum Capital is acting in an independent capital markets advisory role for FDV in relation to the Entitlement Offer.

Institutional Entitlement Offer

Under the Institutional Entitlement Offer, eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer which will take place from today, Wednesday, 23 May 2018 to Friday, 25 May 2018.

Eligible institutional shareholders can choose to take up all, part or none of their Entitlement. Entitlements that eligible institutional shareholders do not take up by the close of the Institutional Entitlement Offer, and Entitlements that would otherwise have been offered to ineligible institutional shareholders, will be sold through an institutional shortfall bookbuild at the Offer Price on Friday, 25 May 2018.

The founders of FDV, Catcha Group and Shaun Di Gregorio, have indicated that they do not intend to participate in the Entitlement Offer. Together they hold 125,313,541 (56.6%) FDV shares. 88,124,551 shares (39.8%) are held by Catcha Group and 37,188,990 shares (16.8%) are held by Shaun Di Gregorio. As such, their Entitlements are expected to be sold through the institutional bookbuild.

Retail Entitlement Offer

Eligible retail shareholders will be invited to participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as the Institutional Entitlement Offer. The Retail Entitlement Offer will open on Thursday, 31 May 2018 and close at 7.00pm (Melbourne time) on Friday, 15 June 2018.

FDV will notify shareholders as to whether they are eligible to participate in the Entitlement Offer. Eligible shareholders will be sent an information booklet on or around Thursday, 31 May 2018, including a personalised entitlement and acceptance form which will provide further details of how to participate in the Entitlement Offer. A copy of the Information Booklet will also be lodged with the ASX.

Those shareholders who FDV determines to be ineligible shareholders will also be notified. A presentation including details in relation to the Entitlement Offer has been lodged with ASX today and is able to be downloaded from the ASX website (www.asx.com.au).

Entitlement Offer key dates*

Trading halt (before market open)	Wednesday, 23 May 2018
Announcement of Entitlement Offer and Appendix 3B and cleansing statement lodgement	Wednesday, 23 May 2018
Institutional Entitlement Offer opens	Wednesday, 23 May 2018
Institutional Entitlement Offer closes	Friday, 25 May 2018
Announcement of results of Institutional Entitlement Offer	Monday, 28 May 2018
Trading halt is lifted, and existing shares resume trading on an ex-entitlement basis	Monday, 28 May 2018
Record Date for Entitlement Offer	Monday, 28 May 2018
Information Booklet and Entitlement & Acceptance Form despatched	Thursday, 31 May 2018
Retail Entitlement Offer opens	Thursday, 31 May 2018
Settlement of Institutional Entitlement Offer	Friday, 1 June 2018
Updated Appendix 3B for New Shares issued under the Institutional Entitlement Offer lodged (if required)	Friday, 1 June 2018
Issue and quotation of New Shares issued under the Institutional Entitlement Offer	Monday, 4 June 2018
Last day to extend Retail Entitlement Offer close date	Tuesday, 12 June 2018
Retail Entitlement Offer closes	Friday, 15 June 2018
FDV announces results of Retail Entitlement Offer	Tuesday, 19 June 2018
Settlement of Retail Entitlement Offer	Friday, 22 June 2018
Issue of New Shares under the Retail Entitlement Offer	Monday, 25 June 2018
Updated Appendix 3B for New Shares issued under the Retail Entitlement Offer lodged and other documentation	Monday, 25 June 2018
Quotation of New Shares under the Retail Entitlement Offer	Tuesday, 26 June 2018
Despatch of holding statements for New Shares issued under the Retail Entitlement Offer	Wednesday, 27 June 2018

* The above timetable is indicative only and subject to change. Any material changes will be notified to ASX. All dates and times are references to Melbourne, Australia time.

The Company reserves the right to amend any or all of these dates and times, subject to the consent of the Underwriters, the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable laws and regulations. In particular, the Company reserves the right to extend the closing dates for either the Institutional Entitlement Offer or Retail Entitlement Offer (Closing Dates) and/or accept late applications under the Entitlement Offer without prior notice. Any extension of the Closing Dates may have a consequential impact on the date that New Shares are issued and commence trading on the ASX. Applicants are encouraged to submit their personalized entitlement and acceptance forms as soon as possible after the Entitlement Offer opens.

Further information

Further information on the Entitlement Offer is set out in the Investor Presentation separately lodged with the ASX today. The Investor Presentation contains important information including key risks and foreign selling restrictions with respect to the Entitlement Offer, which you are encouraged to review.

For more information, please contact:

Shaun Di Gregorio

Chief Executive Officer

Tel: +60 17 207 6221

Email: shaundig@frontierdv.com

About FDV Limited

FDV is a leading operator of online classifieds businesses in underdeveloped, emerging countries or regions. With a track record of building and supporting market leading online businesses, FDV is an expert in the online classifieds space with a particular focus on property and automotive verticals and general classifieds websites. Its portfolio currently consists of interests in 15 leading companies, operating businesses across 15 markets. With the extensive support offered to the local operating companies, coupled with its own energy and work ethic, FDV is bringing outstanding companies of global significance to their full potential and setting a new global standard of excellence in the field.