



ASX Announcement

7 August 2023

Not for release to US wire services or distribution in the United States

\$3m Share Placement and launch of SPP

Key Highlights

- Firm commitments from the board (and related parties) & existing institutional investors for a Placement to raise A\$3.0m (before costs).
- A\$1.39m was raised under Tranche 1 of the Placement, reflecting strong support from existing institutional and sophisticated investors.
- Tranche 2 of the Placement will be supported by the board and related parties, subject to shareholder approval, demonstrating strong support of Felix's growth strategy.
- The Company has now strengthened its balance sheet to support the growing Tier 1 customer pipeline, including opportunities with leading global Contractors.

Taylor Collison Limited acted as Sole Lead Manager in respect of the Placement.

BRISBANE Australia, Monday, 7 August 2023: Felix Group Holdings Ltd (ASX: FLX) ("**Felix**" or the "**Company**") is pleased to announce it has successfully received commitments for a total of A\$3.0 million through the proposed issue of 37.5 million new fully paid ordinary shares (**Placement Shares**) at A\$0.08 per share under a two-tranche placement to professional and sophisticated investors (**Placement**).

In addition, Felix will offer a partially underwritten, to A\$0.5 million, share purchase plan (**SPP**) to offer new fully paid ordinary shares (**SPP Shares**) to existing eligible shareholders to raise up to a further A\$1.0 million (before costs) on the same terms as the Placement.

Details of the Equity Raising

The equity raising consists of a A\$3.0 million Placement and an approximately A\$1.0 million partially underwritten SPP to eligible existing shareholders with registered addresses in Australia or New Zealand to raise total gross proceeds of approximately A\$4.0 million (the Placement and SPP together, the "**Equity Raising**").

Felix expects to use the proceeds of the Equity Raising to fund:

- investment in sales and marketing to support the growing Tier 1 Contractor pipeline; and
- balance sheet flexibility.

The issue price of A\$0.08 per share under the Placement represents a 18.4% discount to the last close of A\$0.098 and a 19.97% discount to the Volume Weighted Average Price (**VWAP**), calculated over the last five days on which sales in Felix shares were recorded immediately prior to the date of this announcement, of A\$0.099.

The SPP Shares will be issued at the same price as the Placement Shares.

All shares issued under the Equity Raising will rank equally with existing fully paid ordinary shares in Felix from the date of issue.

Taylor Collison Limited (**Taylor Collison**) is acting as Lead Manager and Bookrunner for the Placement and Underwriter to the SPP.

Placement

The Placement to institutional, professional and sophisticated investors closed on 4 August 2023, raising gross proceeds of approximately A\$3.0 million (before costs), with a total of 37.5m Placement Shares to be issued.

17,325,000 Placement Shares are to be issued in tranche (**Tranche 1 Placement Shares**) to raise approximately A\$1.39 million.

20,175,000 Placement Shares are to be issued in tranche 2 (**Tranche 2 Placement Shares**), equivalent to approximately A\$1.61 million, and will be subject to shareholder approval at a General Meeting proposed to be convened on or about Thursday, 21 September 2023. This includes 18,125,000 Tranche 2 Placement Shares, equivalent to approximately A\$1.45 million, to be issued to directors of the Company (**Directors**) and related parties.

Details of the allotment of the Placement Shares to be made in the two tranches are as follows:

Number	Investors	Requirements	Expected issue date
17,325,000 Placement Shares to raise A\$1.39 million (Tranche 1 Placement Shares)	Non-related institutional, professional, and sophisticated investors	The Tranche 1 Placement Shares will be issued within Felix's 15% placement capacity under ASX Listing Rule 7.1.	Monday, 14 August 2023
20,175,000 Placement Shares to raise A\$1.61million (Tranche 2 Placement Shares)	The following related parties (or associates): • Mr Mike Davis, Director • Mr George Rolleston, Director • Mr Michael Trusler, Director Other non-related institutional, professional, and sophisticated investors and the	The Tranche 2 Placement Shares will be issued in excess of Felix's 15% placement capacity and will be subject to shareholder approval.	Following approval at a General Meeting of shareholders proposed to convene on or about Thursday, 21 September 2023

Share Purchase Plan

In addition to the Placement, the Company is pleased to offer an SPP to raise approximately A\$1.0 million. The SPP will be offered to holders of fully paid ordinary shares in Felix as at 7:00pm (Sydney time) on Friday, 4 August 2023 (**Record Date**) who have a registered address in Australia or New Zealand (**Eligible Shareholders**) (**SPP Offer**).

The SPP Offer recognises the ongoing support of Felix's retail shareholders and has been sized taking into consideration the makeup of Felix's share register. Felix reserves the right to increase the size of the SPP or to scale back applications in its absolute discretion.

Eligible Shareholders will have the opportunity to subscribe for up to A\$30,000 SPP Shares at the same price as the Placement Shares and free of any brokerage, commission and transaction costs. Terms and conditions of the SPP are set out in the SPP offer booklet to be sent to Eligible Shareholders in relation to the SPP (**SPP Offer Booklet**). The SPP Offer Booklet will contain instructions on how to participate in the SPP.

The SPP Offer is underwritten to \$0.5 million by Taylor Collison.

All Directors not participating in Tranche 2 will take up their full entitlement under the SPP.

The SPP Offer is expected to open at 9:00am (Sydney time), Wednesday, 9 August 2023 and will close at 5:00pm (Sydney time), Friday, 25 August 2023.

Felix confirms that:

- the number of SPP Shares to be issued under the SPP is not greater than 30% of the shares already on issue in compliance with the requirements of ASX Listing Rule 7.2, exception 5; and
- the price of the SPP Shares will be at least 80% of the VWAP of shares calculated over the last five days on which sales in shares were recorded before the date of this announcement, in compliance with the requirements of ASX Listing Rule 7.2, exception 5.

Further details regarding the terms and conditions of the SPP will be set out in the SPP Offer Booklet which is expected to be lodged with the ASX on Wednesday, 9 August 2023.

Indicative Equity Raising Timetable*

SPP Record Date	7:00pm, Friday, 4 August 2023
Announce SPP, results of Placement, lodgement of Appendix 3B and resume trading on the ASX	Monday, 7 August 2023
Despatch of SPP Offer Booklet and release of SPP Offer Booklet on the ASX platform	Wednesday, 9 August 2023
SPP Offer opens	9:00am, Wednesday, 9 August 2023
Issue Date of Tranche 1 Placement Shares issued under the Placement	Monday, 14 August 2023
Commencement of trading of Tranche 1 Placement Shares issued under the Placement	Tuesday, 15 August 2023
Notice of General Meeting despatched to shareholders	Tuesday, 22 August 2023
SPP Offer closes	5:00pm, Friday, 25 August 2023
SPP results announcement	Thursday, 31 August 2023
Issue Date of SPP Shares issued under the SPP	Friday, 1 September 2023
Commencement of trading of SPP Shares issued under the SPP	Monday, 4 September 2023
General Meeting	Thursday, 21 September 2023
Issue Date of Tranche 2 Placement Shares issued under the Placement	Wednesday, 27 September 2023
Commencement of trading of Tranche 2 Placement Shares issued under the Placement	Thursday, 28 September 2023

*All dates and times are indicative only and subject to change. The Company reserves the right to amend the dates at its discretion and without notice, subject to the ASX Listing Rules and the *Corporations Act 2001* (Cth). All dates and times are Sydney time.

Further Information

Further details of the Equity Raising are set out in the investor presentation provided to the ASX on Monday, 7 August 2023 (**Investor Presentation**) and in the SPP Offer Booklet. The Investor Presentation contains important information including key risks and foreign selling restrictions.

Authorised for release by:

The Board
Felix Group Holdings Ltd

For further information please contact:

Company	Investors
James Frayne Company Secretary Mobile: +61 401 663 177 Email: investors@felix.net	Harry Halstead Vesparum Capital Phone: +61 3 8582 4800 Email: felix@vesparum.com

About Felix – see more at felix.net

Felix operates a cloud-based enterprise Software as a Service (SaaS) procurement management platform and vendor marketplace. Felix connects contractors and third-party vendors by digitising, automating, and streamlining a range of critical procurement-related business processes – reducing supply chain risk and improving transparency and governance.

Forward looking statements

This announcement contains certain "forward-looking statements". The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this announcement are based on assumptions and contingencies that are subject to change without notice and involve known and unknown risks and uncertainties and other factors that are beyond the control of Felix, its directors and management. This includes statements about market and industry trends, which are based on interpretations of current market conditions.

Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which these statements are based. These statements may assume the success of Felix' business strategies. The success of any of those strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Readers are cautioned not to place undue reliance on forward-looking statements and except as required by law or regulation, none of Felix, its representatives or advisers assumes any obligation to update these forward-looking statements. No representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in this announcement. The forward-looking statements are based on information available to Felix as at the date of this announcement. Except as required by law or regulation (including the ASX Listing Rules), none of Felix, its representatives or advisers undertakes any obligation to provide any additional or updated information whether as a

result of a change in expectations or assumptions, new information, future events or results or otherwise. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward-looking statements.

Not an offer of securities

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