



Update Summary

Entity name

SPIRIT TECHNOLOGY SOLUTIONS LTD

Announcement Type

Update to previous announcement

Date of this announcement

31/3/2022

Reason for update to a previous announcement

The initial Appendix 3B provided an estimate of the calculation of FY23 Milestone Incentive Consideration payable pursuant to the Nexgen acquisition. This amendment is provided for the purpose of updating the calculation of the FY23 Milestone Incentive Consideration.

Refer to next page for full details of the announcement

**Part 1 - Entity and announcement details**

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.

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

97123055363

1.3 ASX issuer code

ST1

1.4 The announcement is☒ Update/amendment to previous announcement**1.4a Reason for update to a previous announcement**

The initial Appendix 3B provided an estimate of the calculation of FY23 Milestone Incentive Consideration payable pursuant to the Nexgen acquisition. This amendment is provided for the purpose of updating the calculation of the FY23 Milestone Incentive Consideration.

1.4b Date of previous announcement to this update

31/3/2021

1.5 Date of this announcement

31/3/2022

1.6 The Proposed issue is:☒ A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

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?

☒ No

Part 7B - Issue details

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

ASX +security code and description

ST1 : ORDINARY FULLY PAID

Number of +securities proposed to be issued

5,415,200

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

812,280.000000

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

☒ Yes



Part 7C - Timetable

7C.1 Proposed +issue date

1/9/2023

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?

5,415,200 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?

☒ No

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

Headline Payment:

- a. the Completion Share Component - Tranche 1 = 32,876,712 shares were issued on 8 April 2021;
- b. the Deferred Consideration Component - Tranche 2 = 8,219,178 shares to be issued on or around 31 March 2022.

Incentive Payment Amount Component:

- c. FY22 Milestone Incentive Consideration = 11,800,500 shares on or before 1 March 2023
- d. FY23 Milestone Incentive Consideration = 5,415,200 shares on or before 1 September 2023