PLUKKA

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22 February 2019

Revised Terms for the acquisition of The Food Box

The Directors of Plukka Limited ("**Plukka**" or the "**Company**") (ASX: **PKA**) are pleased to announce that the Company has executed an amendment to the binding share sale & purchase agreement ("**SSPA**") pursuant to which it has agreed to acquire 100% of two separate entities collectively known as The Food Box ("**TFB**") ("**Acquisition**").

Background

On 4 October 2018 the Company announced it had executed the SSPA, which was subject to the satisfaction of certain conditions precedent, including the completion of financial, legal and commercial due diligence. During the intervening period the Company has continued its due diligence investigations and progressed the preparation of the necessary transaction documentation. In conjunction with this process and considering the volatile equity market conditions during late 2018, the Company and The Food Box vendors (**"TFB Shareholders"**) agreed to amend the key commercial terms of the Acquisition.

Amended Commercial Terms

Subject to the satisfaction or waiver of conditions precedent to the Acquisition (summarised in the Company's ASX announcement dated 4 October 2018), in consideration for acquiring 100% of the companies that comprise TFB ("**TFB Group**"), the Company has agreed to issue upon settlement of the Acquisition, the following securities to the TFB Shareholders:

- 55,000,000[1] fully paid ordinary shares in the capital of the Company ("**Shares**");
- 30,000,000[1] options to acquire TFB Shares exercisable, subject to satisfying vesting conditions, at $0.10[1] per option, on or before the date which is three years after completion of the Acquisition ("**TFB Options**"). The TFB Options will vest upon the TFB share price achieving a consecutive 30-day volume weighted average trading price of at least $0.20[1]; and
- 60,000,000[1] performance shares which will each convert into one Share upon the satisfaction of the below milestones:

Class	Number	Milestone
A	25,000,000	TFB Group generating revenue from 1 January 2019 of not less than $5,000,000 on an aggregated basis before 30 June 2021.

[1] Issue on a post Consolidation basis, noting that as announced on 4 October 2018, the Company intends to undertake n 8:1 consolidation.

B	25,000,000	TFB Group generating revenue from 1 January 2019 of not less than $10,000,000 on an aggregated basis before 30 June 2022.
C	10,000,000	TFB Group generating revenue from the Taobao Contract[2] and/or the JD Contract[3] from Completion with an aggregate amount greater than $100,000 and the Company achieving a 30 Day VWAP of $0.20 or higher before 30 June 2021.

Revised Indicative Timetable

In light of the delay to the process, it is now necessary to have the accounts for TFB Group audited to 31 December 2018. As a result the revised indicative timetable is set out below.

Indicative Timetable[1]	**Date**
Despatch of Notice of Meeting	Mid April
Lodgement of Prospectus with ASIC	Early May
Opening Date for the Capital Raising Offer	Mid May
General Meeting held to approve the Acquisition	Mid May
Closing Date for the Capital Raising Offer	Early June
Issue of shares under the Capital Raising Offer	Mid June
Settlement of the Acquisition[2]	Mid June
Re-quotation of Securities (including Shares issued under the Capital Raising Offer) on ASX	End of June

Notes:

1: The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Date or close the Capital Raising Offer early without prior notice.

2: The above stated date for Settlement of the Acquisition is only a good faith estimate by the Directors and may have to be extended

Revised Indicative Capital Structure

Set out below is the indicative capital structure of the Company following completion of the Acquisition and associated Capital Raising. The anticipated capital structure of the Company is only an estimate and is subject to variation.

[2] TaoBao Contract means the agreement TFB aims to enter into with the Alibaba Group Limited (or one of its associated companies) to enable TFB to sell its customers products on the TaoBao wholesale platform
[3] JD Contract means the agreement TFB aims to enter into with JD.com, Inc (or one of its associated companies) enabling TFB to sell its customers products on the JD.com wholesale platform.

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Shares	
Shares currently on issue (Pre-Consolidation)	175,535,232
Shares currently on issue (Post-Consolidation)	21,941,904
Consideration Shares	55,000,000
Shares to be issued to Advisers	3,000,000
Capital Raising	50,000,000
Total	**129,941,904**

Performance Shares	
Performance Shares to be issued to TFB	60,000,000

Options	
TFB Options	30,000,000

In conjunction with the Acquisition the Company also intends to adopt, subject to shareholder approval, a share incentive scheme for key management and employees.

For more information, please contact:

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