

26 August 2020

ASX Market Announcements
ASX Limited
Level 6, Exchange Centre
20 Bridge Street
Sydney NSW 2000

FlexiGroup Limited ACN 122 574 583 (ASX Code: FXL) Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)

This notice is given by FlexiGroup Limited ACN 122 574 583 (**Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by the Australian Securities and Investments Commission Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 (**ASIC Instruments**). Where applicable, references in this notice to sections of the Corporations Act are to those sections as modified by the ASIC Instruments.

The Company today announced an accelerated non-renounceable pro-rata entitlement offer of approximately 123,257,066 New Shares in the Company to raise up to \$140 million (**Entitlement Offer**). The institutional component of the Entitlement Offer is being fully underwritten and 50% of the retail component of the Entitlement Offer is being underwritten by Citigroup Global Markets Australia Pty Limited.

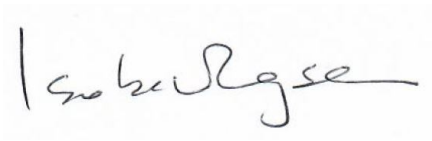
Under the Entitlement Offer, eligible shareholders of the Company will be entitled to subscribe for 1 New Share for every 3.20 ordinary shares they hold in the Company as at 7.00 pm (Sydney, Australia time) on the record date for the Entitlement Offer, being Friday, 28 August 2020. Each New Share will be issued under the Entitlement Offer will be issued at an issue price of \$1.14. The Entitlement Offer consists of an institutional component, to be conducted over the next 24 – 48 hours (**Institutional Offer**) and a retail component, which is open from Wednesday, 2 September 2020 to Thursday, 15 September 2020, unless extended (**Retail Offer**).

With respect to the Entitlement Offer, the Company advises that:

- (a) the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act as modified by the ASIC Instruments;
- (c) as at the date of this notice, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - (ii) section 674 of the Corporations Act as it applies to the Company;
- (d) as at the date of this notice, there is no excluded information of the type referred to in section 708AA(9) of the Corporations Act; and

the potential effect of the issue of New Shares on the control of the Company and the consequences of that effect will depend on a number of factors, including investor demand and the extent to which eligible shareholders take up New Shares under the Entitlement Offer. However having regard to the terms of the Entitlement Offer, the underwriting arrangements in place for the Entitlement Offer, the nature of the underwriter and that no shareholder of the Company is likely increase their shareholding in the Company above 20% as a result of participation in the Entitlement, the Company does not expect that any person will increase their percentage shareholding in the Company in a way which will have a material impact on the control of the Company and does not expect any material consequences to flow from that.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Isobel Rogerson', written over a light grey rectangular background.

Isobel Rogerson
Company Secretary

Authorised by the Board of Directors of FlexiGroup Limited