

Announcement Summary

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**Entity name**

SG FLEET GROUP LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Wednesday March 31, 2021

**The Proposed issue is:** An accelerated offer A placement or other type of issue**Total number of +securities proposed to be issued for an accelerated offer**

<b>ASX +security code</b>	<b>+Security description</b>	<b>Maximum Number of +securities to be issued</b>
SGF	ORDINARY FULLY PAID	35,236,546

**Trading resumes on an ex-entitlement basis (ex date)**

Tuesday April 6, 2021

**+Record date**

Tuesday April 6, 2021

**Offer closing date for retail +security holders**

Friday April 23, 2021

**Issue date for retail +security holders**

Friday April 30, 2021

**Total number of +securities proposed to be issued for a placement or other type of issue**

<b>ASX +security code</b>	<b>+Security description</b>	<b>Maximum Number of +securities to be issued</b>
SGF	ORDINARY FULLY PAID	44,588,550

**Proposed +issue date**

Tuesday August 31, 2021



Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

SG FLEET GROUP LIMITED

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.

**1.2 Registered Number Type**

ABN

**Registration Number**

40167554574

**1.3 ASX issuer code**

SGF

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

Wednesday March 31, 2021

**1.6 The Proposed issue is:**

An accelerated offer

A placement or other type of issue

**1.6b The proposed accelerated offer is**

Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)



Part 3 - Details of proposed entitlement offer issue

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Part 3A - Conditions

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**3A.1 - Are any of the following approvals required for the entitlement offer to be unconditional?**

- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity**

No

Part 3B - Offer details

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**Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued**

**ASX +security code and description**

SGF : ORDINARY FULLY PAID

**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?**

Yes

**If the entity has quoted company options, do the terms entitle option holders to participate on exercise?**

No

Details of +securities proposed to be issued

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**ASX +security code and description**

SGF : ORDINARY FULLY PAID

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**ISIN Code for the entitlement or right to participate in the offer (if Issuer is foreign company and +securities are non CDIs)**

**Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)**

**Has the offer ratio been determined?**

Yes



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<b>The quantity of additional +securities to be issued</b>	<b>For a given quantity of +securities held</b>
100	744

<b>What will be done with fractional entitlements?</b>	<b>Maximum number of +securities proposed to be issued (subject to rounding)</b>
Fractions of 0.5 or more rounded up	35,236,546

**Offer price details for retail security holders**

**Has the offer price for the retail offer been determined?**  
 Yes

<b>In what currency will the offer be made?</b>	<b>What is the offer price per +security for the retail offer?</b>
AUD - Australian Dollar	AUD 2.45000

**Offer price details for institutional security holders**

**Has the offer price for the institutional offer been determined?**  
 Yes

<b>In what currency will the offer be made?</b>	<b>What is the offer price per +security for the institutional offer?</b>
AUD - Australian Dollar	AUD 2.45000

**Oversubscription & Scale back details**

**Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**  
 No

**Will a scale back be applied if the offer is over-subscribed?**  
 No

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

Attaching +Security

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**Is the proposed attaching 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)?**

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Part 3D - Timetable

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**3D.1a First day of trading halt**

Wednesday March 31, 2021

**3D.1b Announcement date of accelerated offer**

Wednesday March 31, 2021

**3D.2 Trading resumes on an ex-entitlement basis (ex date)**

Tuesday April 6, 2021

**3D.5 Date offer will be made to eligible institutional +security holders**

Wednesday March 31, 2021

**3D.6 Application closing date for institutional +security holders**

Wednesday March 31, 2021

**3D.8 Announcement of results of institutional offer**

**(The announcement should be made before the resumption of trading following the trading halt)**

Thursday April 1, 2021

**3D.9 +Record date**

Tuesday April 6, 2021

**3D.10a Settlement date of new +securities issued under institutional entitlement offer**

Monday April 12, 2021

**3D.10b +Issue date for institutional +security holders**

Tuesday April 13, 2021

**3D.10c Normal trading of new +securities issued under institutional entitlement offer**

Tuesday April 13, 2021

**3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue**

Friday April 9, 2021

**3D.12 Offer closing date for retail +security holders**

Friday April 23, 2021

**3D.13 Last day to extend retail offer close date**

Tuesday April 20, 2021

**3D.16 Entity announces results of retail offer, including the number and percentage of +securities taken up by existing retail +security holders.**

Wednesday April 28, 2021



### 3D.19 +Issue date for retail +security holders

Friday April 30, 2021

## Part 3E - Fees and expenses

### 3E.1 Will there be a lead manager or broker to the proposed offer?

Yes

#### 3E.1a Who is the lead manager/broker?

MERRILL LYNCH EQUITIES (AUSTRALIA) LIMITED (ABN 65 006 276 795)

#### 3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

The Lead Manager will be paid a fee of 0.45% of the gross proceeds of the offer as a management and selling fee, in addition to the underwriting fee described below in section 3E.2c.

### 3E.2 Is the proposed offer to be underwritten?

Yes

#### 3E.2a Who are the underwriter(s)?

MERRILL LYNCH EQUITIES (AUSTRALIA) LIMITED (ABN 65 006 276 795)

#### 3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

Super Group Limited, via its subsidiary Bluefin Investments Limited (Super Group), has committed to take up its entitlement in full in the Institutional Entitlement Offer (Super Group Pre-Commitment). The component of Entitlement Offer that consists of the Super Group Pre-Commitment is not underwritten. The remaining component of the Entitlement Offer is underwritten by the Underwriter

#### 3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

In addition to the fees described above in section 3E.1b, the Underwriter will be paid an underwriting fee of (a) 1.85% of the proceeds of the Institutional Entitlement Offer less the proceeds raised from the Super Group Pre-Commitment; and (b) 1.85% of the gross process of the Retail Entitlement Offer.

The Underwriter is also entitled to be reimbursed for other reasonable costs incurred in connection with the Entitlement Offer, including legal fees.

#### 3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Refer to Appendix D of the Investor Presentation released to ASX on the date of this Appendix 3B, in the section titled "Summary of Underwriting Agreement", for a summary of the termination events under the underwriting agreement.

### 3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

No

### 3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No



**3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Standard share registry, legal and other external advisers and ASX administrative fees

Part 3F - Further Information

**3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

To partially fund the cash component of the purchase price for the acquisition of LeasePlan Australia Limited and LeasePlan NZ Limited, as described in the Investor Presentation released to ASX on the date of this Appendix 3B.

**3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?**

No

**3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?**

No

**3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue**

Refer to the International Offer Restrictions in Appendix C of the Investor Presentation. Ineligible security holders will be sent a notice which states that those security holders are not eligible to participate in the offer

**3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities**

Yes

**3F.5a Please provide further details of the offer to eligible beneficiaries**

The Retail Entitlement Offer will be made available to eligible retail shareholders, being persons who (a) have a registered address on the SG Fleet share register in Australia or New Zealand as at 7.00pm on the Record Date, or are a Shareholder not in Australia or New Zealand that SG Fleet has otherwise determined is eligible to participate; (b) are not in the United States and are not a person (including a nominee or custodian) acting for the account or benefit of a person in the United States (to the extent such person holds SG Fleet ordinary shares for the account or benefit of such person in the United States); (c) were not invited to participate (other than as nominee, in respect of other underlying holdings) under the Institutional Entitlement Offer, and were not treated as an Ineligible Institutional Shareholder under the Institutional Entitlement Offer; and (d) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

**3F.6 URL on the entity's website where investors can download information about the proposed issue**

<https://investors.sgfleet.com/Investors/?page=asx-announcements>

**3F.7 Any other information the entity wishes to provide about the proposed issue**

**3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?**

No





## Part 7 - Details of proposed placement or other issue

## Part 7A - Conditions

## 7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

 Yes

## 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
ACCC approval	Friday July 30, 2021	<input checked="" type="checkbox"/> Estimated	No

## Comments

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
FIRB approval	Tuesday August 31, 2021	<input checked="" type="checkbox"/> Estimated	No

## Comments

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Thursday May 20, 2021	<input checked="" type="checkbox"/> Estimated	No

## Comments

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	Tuesday August 31, 2021	<input checked="" type="checkbox"/> Estimated	No

## Comments

## 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**

SGF : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

44,588,550

**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**

To partially fund the scrip component of the purchase price for the acquisition of LeasePlan Australia Limited and LeasePlan NZ Limited, as described in the Investor Presentation released to ASX on the date of this Appendix 3B

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

114,351,669.000000

**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**

Tuesday August 31, 2021

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?**

44588550

**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?**

Yes

**7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow**

All of the fully paid ordinary shares will be subject to escrow. 50% will be subject to escrow until the later of 1 year after Completion and 1 September 2022; and 50% will be subject to escrow until the later of 2 years after Completion and 1 September 2023.

## Part 7E - Fees and expenses

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**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

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**7F.01 The purpose(s) for which the entity is issuing the securities**

To partially fund the scrip component of the purchase price for the acquisition of LeasePlan Australia Limited and LeasePlan NZ Limited, as described in the Investor Presentation released to ASX on the date of this Appendix 3B



**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**