



Announcement Summary

Entity name

STEADFAST GROUP LIMITED

Announcement Type

New announcement

Date of this announcement

16/8/2021

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

ASX +security code	+Security description	Maximum Number of +securities to be issued
SDF	ORDINARY FULLY PAID	4,597,701

+Record date

13/8/2021

Offer closing date

13/9/2021

+Issue date

20/9/2021

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

ASX +security code	+Security description	Maximum Number of +securities to be issued
SDF	ORDINARY FULLY PAID	96,045,978

Proposed +issue date

20/8/2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

STEADFAST 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.

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

98073659677

1.3 ASX issuer code

SDF

1.4 The announcement is

New announcement

1.5 Date of this announcement

16/8/2021

1.6 The Proposed issue is:

An offer of +securities under a +securities purchase plan

A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

4A.1 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?

No



Part 4B - Offer details

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

SDF : ORDINARY FULLY PAID

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

SDF : ORDINARY FULLY PAID

Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted

4,597,701

Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?

No

Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?

No

Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?

Yes

Is the minimum acceptance unit based or dollar based?

Dollar based (\$)

Please enter the minimum acceptance value

\$ 2,500

Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?

Yes

Is the maximum acceptance unit based or dollar based?

Dollar based (\$)

Please enter the maximum acceptance value

\$ 30,000



Describe all the applicable parcels available for this offer in number of securities or dollar value

\$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000, \$30,000

Offer price details

Has the offer price been determined?

No

In what currency will the offer be made?

AUD - Australian Dollar

How and when will the offer price be determined?

See Q4F.4

Oversubscription & Scale back details

Will a scale back be applied if the offer is over-subscribed?

Yes

Describe the scale back arrangements

SDF intends to cap the offer under the security purchase plan (‘SPP Offer’) at \$20 million and applications over this amount may be scaled back at the absolute discretion of SDF (or any higher cap SDF applies in its absolute discretion).
If there is a scale back, the difference between the application monies received, and the number of New Shares allocated multiplied by the Offer Price refunded without interest

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

Yes

Part 4C - Timetable

4C.1 Date of announcement of +security purchase plan

16/8/2021

4C.2 +Record date

13/8/2021

4C.3 Date on which offer documents will be made available to investors

24/8/2021

4C.4 Offer open date

24/8/2021

4C.5 Offer closing date

13/9/2021



4C.7 +Issue date and last day for entity to announce results of +security purchase plan offer

20/9/2021

Part 4D - Listing Rule requirements

4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?

Yes

Part 4E - Fees and expenses

4E.1 Will there be a lead manager or broker to the proposed offer?

No

4E.2 Is the proposed offer to be underwritten?

No

4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

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

N/A

Part 4F - Further Information

4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

General corporate purposes

4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

No

4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer

Any country outside of Australia and New Zealand



4F.3 URL on the entity's website where investors can download information about the proposed offer

<https://investor.steadfast.com.au/Investor-Centre/>

4F.4 Any other information the entity wishes to provide about the proposed offer

The offer price under the SPP Offer is the lesser of:

- (a) the price at which shares will be issued under the institutional placement (ζ Placement ζ); and
- (b) the price that is a 1% discount to the volume weighted average price (ζ VWAP ζ) of Shares traded on the ASX over the 5 trading days up to, and including, the day on which the SPP will close (being Monday, 13 September 2021) (rounded down to the nearest cent),
(ζ Offer Price ζ).



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

SDF : ORDINARY FULLY PAID

Number of +securities proposed to be issued

96,045,978

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

45,977,012 shares to be issued for cash under the Placement
50,068,966 shares to be issued as scrip consideration for the acquisition of Coverforce Holdco Pty Ltd
(see announcements dated 16 August 2021)

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

417,800,000.000000

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

20/8/2021

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?

96,045,978

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

50,068,966 consideration shares (ORD SDF). voluntary escrow ceases upon release by SDF of FY22 accounts.

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

Yes



7E.1a Who is the lead manager/broker?

J.P. Morgan Securities Australia Limited (ABN 61 003 245 234) (¿JP Morgan¿) and UBS AG, Australia Branch (ABN 47 088 129 613) (¿UBS¿) (together, ¿Joint Lead Managers¿)

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

SDF must pay to the Joint Lead Managers in their respective proportions the following fees:

- (a) an underwriting fee of 1.40%; and
 - (b) a management fee of 0.35%,
- of the Placement Amount, being \$200,000,000

7E.2 Is the proposed issue to be underwritten?

Yes

7E.2a Who are the underwriter(s)?

JP Morgan and UBS

7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?

The Placement (\$200,000,000) is fully underwritten, with each underwriter underwriting 50% each

7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

See 7E.1b

7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

See 7F

7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

\$275,000 (legal costs)

Part 7F - Further Information

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

Placement: to fund the cash consideration of the Coverforce Acquisition
Remaining shares to be issued are scrip consideration for the acquisition of Coverforce HoldCo Pty Ltd (see announcements dated 16 August 2021)

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

The summary of the significant events that could lead to the underwriting being terminated is:

- ¿ Termination of the Coverforce acquisition
- ¿ Steadfast being removed from the official list of ASX or the Placement Shares being suspended from quotation on ASX ;
- ¿ ASX refusing to grant official quotation of the Placement Shares;
- ¿ Steadfast being unable to issue the Placement Shares on the allotment date;



- ¿ Steadfast altering its capital structure or its constitution without the prior consent of the underwriters;
- ¿ A material adverse change in the assets, liabilities, financial position or performance, profits, losses or prospects of the Steadfast group;
- ¿ a change in senior management or the board of directors of Steadfast;
- ¿ Steadfast breaching the underwriting agreement or any of the representations or warranties given by it under that agreement; or
- ¿ A market disruption occurs in specified jurisdictions, including the suspension of trading of securities on a relevant exchange, a general moratorium on commercial banking activities in that country, an adverse change or disruption to the existing financial markets, political or economic conditions of that country, or an outbreak or escalation of hostilities.

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

- The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)