



Announcement Summary

Entity name

LATITUDE GROUP HOLDINGS LIMITED

Announcement Type

New announcement

Date of this announcement

18/2/2022

The Proposed issue is:

A placement or other type of issue

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 |
|--------------------|-----------------------|--|
| LFS | ORDINARY FULLY PAID | 150,000,000 |

Proposed +issue date

30/6/2022

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

LATITUDE GROUP HOLDINGS 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

83604747391

1.3 ASX issuer code

LFS

1.4 The announcement is

New announcement

1.5 Date of this announcement

18/2/2022

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? Yes

7A.1a Conditions

| Approval/Condition | Date for determination | Is the date estimated or actual? | ** Approval received/condition met? |
|---------------------------|------------------------|--|-------------------------------------|
| +Security holder approval | 27/4/2022 | <input checked="" type="checkbox"/> Actual | No |

Comments

The Notice of Meeting for Latitude's 2022 Annual General Meeting is scheduled to be released on the 25 March 2022. Contained within it, is a resolution seeking shareholder's approval for the issuance of 150m shares to the Humm Group.

| Approval/Condition | Date for determination | Is the date estimated or actual? | ** Approval received/condition met? |
|--------------------|------------------------|---|-------------------------------------|
| ACCC approval | 30/6/2022 | <input checked="" type="checkbox"/> Estimated | No |

Comments

| Approval/Condition | Date for determination | Is the date estimated or actual? | ** Approval received/condition met? |
|--------------------|------------------------|---|-------------------------------------|
| FIRB approval | 30/6/2022 | <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) | 30/6/2022 | <input checked="" type="checkbox"/> Estimated | No |

Comments

Completion of the Transaction is subject to satisfaction of certain conditions including regulatory approvals (in particular from ACCC, NZCC, FIRB, OIO, RBNZ), Humm shareholder approval, completion of internal restructuring by Humm to separate the Humm Consumer business in preparation for the sale to Latitude, draft ATO tax ruling in respect of certain aspects of the distribution of Latitude shares by Humm to Humm shareholders. Latitude shareholder approval is required to issue the 150 million Latitude shares as part of the consideration to Humm.



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

LFS : ORDINARY FULLY PAID

Number of +securities proposed to be issued

150,000,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 2.00000

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

30/6/2022



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?

Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

27/4/2022

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

Yes

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

As per the ASX announcement dated 18 February 2022, the securities are proposed to be issued as part of the consideration for the acquisition of Humm's consumer business (comprising BNPL, Instalments and Cards).

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



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:

An applicable ASIC instrument or class order