

Announcement Summary

Entity name

HEARTLAND GROUP HOLDINGS LIMITED

Announcement Type

New announcement

Date of this announcement

23/8/2022

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
HGH	ORDINARY FULLY PAID FOREIGN EXEMPT NZX	38,888,888

+Record date

22/8/2022

Offer closing date

5/9/2022

+Issue date

9/9/2022

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
HGH	ORDINARY FULLY PAID FOREIGN EXEMPT NZX	72,222,222

Proposed +issue date

29/8/2022

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

HEARTLAND 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

ARBN

Registration Number

627849576

1.3 ASX issuer code

HGH

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

23/8/2022

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

HGH : ORDINARY FULLY PAID FOREIGN EXEMPT NZX

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

HGH : ORDINARY FULLY PAID FOREIGN EXEMPT NZX

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

38,888,888

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)?

☒ No

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

\$ 50,000

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

N/A

Offer price details



Has the offer price been determined?

☒ No

In what currency will the offer be made?

NZD - New Zealand Dollar

How and when will the offer price be determined?

The lower of NZ\$1.80 and a 2.5% discount to the five day VWAP of HGH shares traded on the NZX during the five trading days up to and including the closing date.

Oversubscription & Scale back details

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

☒ Yes

Describe the scale back arrangements

Heartland reserves the right to scale back at its absolute discretion any application for Shares under the SPP. Heartland may scale back applications having regard to the number of Heartland Shares held by the Applicant (or, in the case of an application made by a Custodian, the relevant beneficial owner(s) named in the Custodian Certificate submitted) on the Record Date and otherwise at its discretion.

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

23/8/2022

4C.2 +Record date

22/8/2022

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

25/8/2022

4C.4 Offer open date

25/8/2022

4C.5 Offer closing date

5/9/2022

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

9/9/2022



Part 4E - Fees and expenses

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

☒ Yes

4E.1a Who is the lead manager/broker?

Jarden Securities Limited

4E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

The Lead Manager will receive a lead manager fee of 0.50% of the gross proceeds raised under the SPP.

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

Standard share registry, external advisers and NZX/ASX administrative fees.

Part 4F - Further Information

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

Proceeds will be used to repay an A\$158 million acquisition finance facility outstanding in relation to the recent acquisition of StockCo Australia, and to provide additional growth capital for Heartland's existing businesses in Australia and New Zealand.

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

All countries other than New Zealand and Australia.

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

www.heartlandshareoffer.co.nz

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

N/A



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

HGH : ORDINARY FULLY PAID FOREIGN EXEMPT NZX

Number of +securities proposed to be issued

72,222,222

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?

NZD - New Zealand Dollar

What is the issue price per +security?

NZD 1.80000

AUD equivalent to issue price amount per +security

1.616130

FX rate (in format AUD 1.00 / primary currency rate):

AUD 1.00

FX rate (in format AUD rate/primary currency rate) Primary Currency rate

NZD



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

29/8/2022

Part 7D - Listing Rule requirements

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?

☒ Yes

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

Jarden Securities Limited

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

The Lead Manager will receive a lead manager fee of 1.00% of the gross proceeds raised under the Placement.

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

☒ Yes

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

Jarden Partners Limited

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

The Placement is fully underwritten by Jarden Partners Limited on customary terms for an offer of this nature.



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

The Underwriter will receive an underwriting fee of 1.0% of the gross proceeds underwritten under the Placement.

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

The Underwriter may terminate its obligations under the Underwriting Agreement, including by reason of events which have, or are likely to have, a material adverse effect on Heartland, its shares or the Placement or SPP. These may be as a result of events related to Heartland or as a result of external events, such as material or fundamental changes in financial, economic and political conditions in certain countries or financial markets.

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

Standard share registry, external advisers and NZX/ASX administrative fees.

Part 7F - Further Information

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

Proceeds will be used to repay an A\$158 million acquisition finance facility outstanding in relation to the recent acquisition of StockCo Australia, and to provide additional growth capital for Heartland's existing businesses in Australia and New Zealand.

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

N/A

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