



Announcement Summary

Entity name

AD1 HOLDINGS LIMITED

Announcement Type

New announcement

Date of this announcement

30/3/2023

The Proposed issue is:

A non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

Total number of +securities proposed to be issued for a non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

ASX +security code	+Security description	Maximum Number of +securities to be issued
AD1	ORDINARY FULLY PAID	200208941

Closing date for receipt of acceptances

1/5/2023

Proposed +issue date

5/5/2023

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

AD1 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

29123129162

1.3 ASX issuer code

AD1

1.4 The announcement is

New announcement

1.5 Date of this announcement

30/3/2023

1.6 The Proposed issue is:

A non-+pro rata offer of +securities under a +disclosure document or +PDS



Part 5 - Details of proposed non-pro rata offer under a disclosure document or PDS

Part 5A - Conditions

5A.1 Do any external approvals need to be obtained or other conditions satisfied before the non-pro rata offer of +securities under a +disclosure document or + PDS can proceed on an unconditional basis?

No

Part 5B - Offer 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

AD1 : ORDINARY FULLY PAID

The number of +securities to be offered under the +disclosure document or +PDS

200,208,941

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 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)?

No



Offer price details

Has the offer price been determined?

Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security?

AUD 0.00500

Oversubscription & Scale back details

Will the entity be entitled to accept over-subscriptions?

Yes

Provide details of the number or value of over-subscriptions that the entity may accept

Eligible Shareholders who take up their full Entitlement may also apply for Additional New Shares under the Shortfall Facility. Further information about how to apply for Additional New Shares is set out in Section 2 of the Offer Booklet.

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

Yes

Describe the scale back arrangements

If there are excess oversubscription applications, AD1 reserves the right to scale back applications for Additional New Shares on an equitable basis at its discretion and will administer this scale back process in compliance with the takeover provisions in Chapter 6 of the Corporations Act.

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

Yes

Part 5C - Timetable

5C.1 Lodgement date of +disclosure document or +PDS with ASIC

30/3/2023

5C.2 Date when +disclosure document or +PDS and acceptance forms will be made available to investors

11/4/2023

5C.3 Offer open date

11/4/2023

5C.4 Closing date for receipt of acceptances

1/5/2023

5C.6 Proposed +issue date

5/5/2023



Part 5D - Listing Rule requirements

5D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

No

5D.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?

No

5D.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

5D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

Yes

Part 5E - Fees and expenses

5E.1 Will there be a lead manager or broker to the proposed offer?

No

5E.2 Is the proposed offer to be underwritten?

No

5E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

5E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Part 5F - Further Information

5F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

Net proceeds from the Entitlement Offer will be used for AD1's working capital requirements and achieving the Company's strategy plans.

5F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

No



5F.2 Please explain the entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority

If Eligible Shareholders seek to subscribe for more Additional New Shares than are available under the Shortfall Facility, AD1 may apply a policy to issue Additional New Shares in a manner that is in AD1's best interest and may apply a scale-back procedure to ensure a fair allocation of the Additional New Shares.

5F.3 URL on the entity's website where investors can download the +disclosure document or +PDS

<https://www.ad1holdings.com.au/investors/>

5F.4 Any other information the entity wishes to provide about the proposed offer