

By electronic lodgement

21 August 2023

Market Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Notice under section 708A(5)(e) of the Corporations Act 2001 (Cth)

Booktopia Group Limited (ASX:BKG) (the **Company**) has today issued:

- 1 63,776,535 new fully paid ordinary shares in the Company (**New Shares**) to sophisticated and professional investors, at an issue price of A\$0.12 per New Share;
- 2 31,888,267 unquoted options with an exercise price of A\$0.23 and expiring two years from the date of issue (**Attaching Options**) to the same sophisticated and professional investors;
- 3 to Tony Nash Enterprises Pty Ltd as trustee of the A L Nash Family Trust:
 - (a) 6,666,667 new fully paid ordinary shares in the Company; and
 - (b) 3,333,333 unquoted options with an exercise price of A\$0.23 and expiring two years from the date of issue,(together, the **Nash Securities**); and
- 4 to Roxygal Pty Ltd as trustee for the Benten Trust:
 - (a) 6,666,667 new fully paid ordinary shares in the Company; and
 - (b) 3,333,333 unquoted options with an exercise price of A\$0.23 and expiring two years from the date of issue
 - (c) (together, the **Roxygal Securities**).

These New Shares and Attaching Options have been issued in connection with Tranche 2 of the Placement detailed in the Company's announcements to the ASX on 3 and 10 July 2023.

The Nash Securities and Roxygal Securities have been issued in satisfaction of \$1.6 million of the \$5 million lent to the Company by AFSG Asset Management Pty Ltd under the amended loan agreement reflected in the binding term sheet executed on or around 2 July 2023.

That further to the Investor Presentation announced on the ASX market platform on 10 July 2023 that in the preparation of the FY23 financial year end accounts the net assets and consequently shareholder equity in the unaudited FY23 Pro-forma Balance Sheet Extract has reduced due to the likelihood that the deferred tax asset will no longer being recognised on the Balance Sheet (\$10.5m) and with the closure of the Lidcombe CFC occurring earlier than anticipated depreciation of assets related to that site was accelerated (\$2.1m). These non-cash changes have reduced net assets in the Pro Forma Balance sheet to negative 6.2 million.

The Company gives notice under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**) that:

The New Shares, Attaching Options, the Nash Securities and the Roxygal Securities were each issued without disclosure to investors under Part 6D.2 of the Corporations Act.

As at the date of this notice, the Company has complied with:

- (a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
- (b) section 674 of the Corporations Act.

As at the date of this notice, there is no information that is “excluded information” of the type referred to in sections 708A(7) and 708A(8) of the Corporations Act that is required to be disclosed by the Company under section 708A(6)(e) of the Corporations Act (other than that stated above) .

For and on behalf of the Board



Alistair Clarkson
General Counsel and Company Secretary