

Increase to Share Placement with substantial investment from US HNW individual and additional Board investment

Melbourne, Australia, 9 August 2024: AD1 Holdings Limited (ASX:AD1) ('AD1' or the 'Company'), refers to its announcement of 29 July 2024 where the Company confirmed that it had successfully completed a placement of 320,000,000 fully paid ordinary shares in AD1 ('Placement Shares') to raise \$1,600,000 from investors ('Placement').

Due to strong demand from existing and new institutional investors including a substantial investment from a US HNW individual, a great endorsement of the company's US growth strategy, as such the Company has agreed to accept additional subscriptions of \$1,000,000 pursuant to the Placement bringing the total amount raised to \$2,600,000 (before costs). Of the additional Placement, 89,000,000 shares will be issued utilising the Company's placement capacity in accordance with ASX Listing Rule 7.1 and the remaining 106,000,000 shares will be issued will form part of Tranche 2 of the Placement and will be issued subject to and following shareholder approval to be sought at an extraordinary general meeting expected to be held in September 2024.

As previously announced, AD1 directors have agreed to participate in the Placement subject to AD1 obtaining shareholder approval under ASX listing rule 10.11. The proposed director participation has increased to \$650,000 or 130,000,000 Placement Shares which are proposed to be issued to AD1's non-executive directors Nicholas Smedley, Michael Norster and Angus Washington.

Indicative Timetable

An updated indicative timetable for the Placement is provided below:

Allotment and commencing of trading of Tranche 1 Placement Shares	Friday, 9 August 2024
Company EGM to be held for Tranche 2 Placement approval	September 2024 (TBC)
Conditional Settlement of Tranche 2 Placement Shares	September 2024
Allotment and commencing of trading of Tranche 2 Placement Shares	September 2024

The above timetable is indicative only. AD1 reserves the right, and subject to the Corporations Act, ASX Listing Rules and other applicable laws, to vary any or all of the dates and times of the Placement without prior notice.

Completion of acquisition of Oliver Grace

AD1 is pleased to announce that it has successfully completed its acquisition of Oliver Grace Pty Ltd (**Oliver Grace**) yesterday. AD1 believe there are significant synergistic cost savings and conversely revenue growth opportunities by bringing both businesses together.

The AD1 directors are delighted to welcome founders Bonnie Borland and Nicholas Lehrain to the AD1 group

Read the full Oliver Grace acquisition announcement (29 July 2024) [here](#).

END

This release has been authorised by the Board of Directors of the Company.




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About AD1 Holdings

AD1 Holdings is a technology company with a growing portfolio of market-leading software businesses. We build, manage, and acquire best of breed, high potential software businesses that develop specialised software solutions to address the specific needs of the global workforce. The Company currently provides talent recruitment solutions in the form of ApplyDirect and mentoring products under the Art of Mentoring banner.

For more information

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Forward Looking Statements

Certain statements made in this announcement are forward-looking statements. These forward-looking statements are not historical facts but rather are based on AD1's current expectations, estimates and projections about the industry in which AD1 operates, and its beliefs and assumptions. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "guidance" and similar expressions are intended to identify forward looking statements and should be considered an at-risk statement. Such statements are subject to certain risks and uncertainties, particularly those risks or uncertainties inherent in the process of developing technology and in the endeavour of building a business around such products and services. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties, and other factors, some of which are beyond the control of AD1, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. AD1 cautions shareholders and prospective shareholders not to place undue reliance on these forward-looking statements, which reflect the view of AD1 only as of the date of this release. The forward-looking statements made in this announcement relate only to events as of the date on which the statements are made. AD1 will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this announcement except as required by law or by any appropriate regulatory authority.